

**EXHIBIT D**

**SNR DENTON US LLP'S MONTHLY FEE STATEMENTS FOR THE  
FOURTH INTERIM PERIOD OF JUNE 1, 2011 THROUGH SEPTEMBER 30, 2011**

**SNR DENTON**

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SNR Denton US LLP  
 1221 Avenue of the Americas  
 New York, New York 10020-1089  
 Two World Financial Center  
 New York, New York 10281-1008

snrdenton.com

LEHMAN BROTHERS HOLDINGS, INC.  
 ACCOUNTING DEPT.  
 1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
 NEW YORK, NY 10020

July 15, 2011

**Invoice No. 1307643**

Client/Matter: 21416248-0818

GLENDALE LOAN MODIFICATION

Payment Due Upon Receipt

Lehman Contact: Tom Buffa

Total This Invoice	\$	1,933.00
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In the case of mail deliveries to:  
 SNR Denton US LLP  
 Dept. 7247-6670  
 Philadelphia, PA 19170-6670

OR

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 SNR Denton US LLP  
 Attention: Accounting  
 233 South Wacker Drive  
 Chicago, IL 60606-6306

Payment by wire transfer should be sent to:

Citibank, N.A.  
 New York, New York 10043  
 ABA Transit # 021 000 089  
 Account # 4064-5823  
 Account Name: SNR Denton US LLP

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:  
 M. Williams  
 at 1 212 768 6700

**SNR DENTON □**

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 1221 Avenue of the Americas  
 New York, New York 10020-1089  
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 New York, New York 10281-1008

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LEHMAN BROTHERS HOLDINGS, INC.  
 ACCOUNTING DEPT.  
 1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
 NEW YORK, NY 10020

July 15, 2011

**Invoice No. 1307643**

Client/Matter: 21416248-0818

**GLENDALE LOAN MODIFICATION**

For Professional Services Rendered through June 30, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
06/23/11	M. Williams	1.00	P500	Telephone conference with Mr. Buffa regarding revised restructuring term sheet (1.0).
06/24/11	M. Williams	0.80	P300	Review most recent restructuring term sheet and compare to prior version (0.8).
06/30/11	M. Williams	0.50	P300	Telephone conference with Mr. Buffa to review changes to restructuring proposal (0.5).
Total Hours		2.30		
Fee Amount				\$1,932.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	2.30	\$1,932.00
Totals		2.30	\$1,932.00

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Document reproduction	1.00
	SUBTOTAL	1.00
	Total Disbursements	\$1.00

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For your Information - Open Invoices

LEHMAN BROTHERS HOLDINGS, INC.  
ACCOUNTING DEPT.  
1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
NEW YORK, NY 10020

July 15, 2011

Client/Matter #: 21416248-0818

## GLENDALE LOAN MODIFICATION

Fee Total	\$	1,932.00
Disbursement Total	\$	1.00
Invoice Total	\$	<u>1,933.00</u>

Questions should be directed to:  
M. Williams  
at 1 212 768 6700

Federal Tax I.D. Number 36-1796730

**SNR DENTON □**

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LEHMAN BROTHERS HOLDINGS, INC.  
 ACCOUNTING DEPT.  
 1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
 NEW YORK, NY 10020

July 15, 2011

**Invoice No. 1307642**

Client/Matter: 21416248-0814

SALE OF WYNDHAM MEZZ LOAN

Payment Due Upon Receipt

Lehman Contact: Sam Gleeson

Total This Invoice	\$	924.00
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Questions relating to this invoice should be directed to:

M. Williams  
 at 1 212 768 6700

**SNR DENTON □**

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LEHMAN BROTHERS HOLDINGS, INC.  
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 1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
 NEW YORK, NY 10020

July 15, 2011

**Invoice No. 1307642**

Client/Matter: 21416248-0814

**SALE OF WYNDHAM MEZZ LOAN**

For Professional Services Rendered through June 30, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
06/08/11	M. Williams	0.80	P300	Telephone conference with Mr. Gleeson regarding rights under junior participation (.2); email summary regarding same (.6)
06/29/11	M. Williams	0.30	P800	Correspondence with Mr. Gleeson re: intercreditor agreement (.3).
Total Hours		1.10		
Fee Amount				\$924.00

**TIME AND FEE SUMMARY**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	1.10	\$924.00
Totals		1.10	\$924.00

Fee Total	\$	924.00
<hr/>		
Invoice Total	\$	924.00

**SNR DENTON**

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 New York, New York 10020-1089  
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LEHMAN BROTHERS HOLDINGS, INC.  
 ACCOUNTING DEPT.  
 1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
 NEW YORK, NY 10020

July 15, 2011

**Invoice No. 1307640**

Client/Matter: 21416248-0795

CROW PORTFOLIO RESTRUCTURING

Payment Due Upon Receipt

Lehman Contct: James Pomeranz

Total This Invoice	\$	4,860.40
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 233 South Wacker Drive  
 Chicago, IL 60606-6306

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 Account # 4064-5823  
 Account Name: SNR Denton US LLP

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

M. Williams  
 at 1 212 768 6700

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LEHMAN BROTHERS HOLDINGS, INC.  
 ACCOUNTING DEPT.  
 1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
 NEW YORK, NY 10020

July 15, 2011

**Invoice No. 1307640**

Client/Matter: 21416248-0795

## CROW PORTFOLIO RESTRUCTURING

For Professional Services Rendered through June 30, 2011:

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Task</b>	<b>Narrative</b>
06/02/11	M. Williams	5.00	P300	Draft default notice, acceleration notice (1.5), telephone conference with Mr. Pomeranz regarding same, review loan documents and terms of debt service guaranty and recourse guaranty (1.2), various telephone conferences with J. Forstot, A. Gilbert regarding potential liability for sending notices for leverage (1.0), telephone conference with Mr. Pomeranz regarding same (.5), revise draft default and acceleration notice to Mr. Pomeranz (0.3).
06/02/11	A. Gilbert	0.30	L120	Conference with M. Williams re: strategy on mezzanine loan default (.3).
06/06/11	M. Williams	0.50	P400	Revise default notice (.5).
Total Hours		5.80		
Fee Amount				\$4,849.50

TIME AND FEE SUMMARY

<b>Timekeeper</b>	<b>Rate</b>	<b>Hours</b>	<b>Fees</b>
A. Gilbert	\$765.00	0.30	\$229.50
M. Williams	\$840.00	5.50	\$4,620.00
Totals		5.80	\$4,849.50

CROW PORTFOLIO RESTRUCTURING

July 15, 2011

Matter: 21416248-0795  
Invoice No.: 1307640

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Document reproduction	10.90
	SUBTOTAL	10.90
	Total Disbursements	\$10.90
	Fee Total	\$ 4,849.50
	Disbursement Total	\$ 10.90
	Invoice Total	<u>\$ 4,860.40</u>

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 New York, New York 10020-1089  
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LEHMAN BROTHERS HOLDINGS, INC.  
 ACCOUNTING DEPT.  
 1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
 NEW YORK, NY 10020

July 15, 2011

**Invoice No. 1307641**

Client/Matter: 21416248-0807

FIVE ASSETS PORTFOLIO SALE

Payment Due Upon Receipt

Lehman Contact: Tom Buffa

Total This Invoice	\$	3,708.00
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 New York, New York 10043  
 ABA Transit # 021 000 089  
 Account # 4064-5823  
 Account Name: SNR Denton US LLP

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:  
 M. Williams  
 at 1 212 768 6700

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LEHMAN BROTHERS HOLDINGS, INC.  
 ACCOUNTING DEPT.  
 1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
 NEW YORK, NY 10020

July 15, 2011

**Invoice No. 1307641**

Client/Matter: 21416248-0807

**FIVE ASSETS PORTFOLIO SALE**

For Professional Services Rendered through June 30, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
05/09/11	B. Shortt	1.60	B130	Review of loan file (1.0) ; e-mail with borrower's counsel re: same (0.1); conference with M. Williams re: same (0.1); review of release documents (0.4).
05/10/11	B. Shortt	0.80	B130	Review and comment to release documents (0.8).
05/12/11	B. Shortt	1.40	B130	Conference with M. Williams re: closing (0.4); preparation for closing (1.0).
05/13/11	B. Shortt	3.40	B130	Closing of loan payoff (3.4).
Total Hours		7.20		
Fee Amount				\$3,708.00

**TIME AND FEE SUMMARY**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
B. Shortt	\$515.00	7.20	\$3,708.00
Totals		7.20	\$3,708.00

Fee Total \$ 3,708.00

Invoice Total \$ 3,708.00

**SNR DENTON**

Pg 12 of 140

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233 South Wacker Drive  
Suite 7800  
Chicago, Illinois 60606-6306

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JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS, INC.  
1271 SIXTH AVENUE  
46TH FLOOR  
NEW YORK, NY 10020

July 18, 2011

**Invoice No. 1308439**

Client/Matter: 09807760-0011

RITZ KAPALUA

Payment Due Upon Receipt

Total This Invoice	\$	73,086.74
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Carol Stream, IL 60132-3078

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New York, New York 10043  
ABA Transit # 021 000 089  
Account # 4064-5823  
Account Name: SNR Denton US LLP

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

L. White  
at 1 312 876 8000

**SNR DENTON**

Pg 13 of 140

SNR Denton US LLP  
 233 South Wacker Drive  
 Suite 7800  
 Chicago, Illinois 60606-6306

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JOELLE HALPERIN  
 LEHMAN BROTHERS HOLDINGS, INC.  
 1271 SIXTH AVENUE  
 46TH FLOOR  
 NEW YORK, NY 10020

July 18, 2011

**Invoice No. 1308439**

Client/Matter: 09807760-0011

RITZ KAPALUA

For Professional Services Rendered through June 30, 2011:

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Task</b>	<b>Narrative</b>
06/01/11	L. White	1.00	P300	Telephone conference with Keith Londo regarding declarations (.3); review SNDA (.4); telephone conferences with Nan Molofsky regarding Ritz and Gencom and transfer of title (.3).
06/02/11	L. White	3.50	P300	Correspondence to David Lamb and Michael Fleischer regarding LOC and Asset Management Agreement; (.5); review of declarations (1.0); conference with Keith Londo regarding underlying declarations and necessary amendments (.5); telephone conference with John Nastasi and Keith Londo regarding closing checklist (.5); telephone conference with Meghan Coccia, Mark Daliere and Keith Londo regarding Ritz documentation (.5); follow up with Nan Molofsky (.5).
06/02/11	C. Lee	0.60	P500	Review and analyze issues regarding Hotel agreement and documents (.4); review and analyze memoranda, materials and other documents and work on Closing Documents Checklist (.2).
06/02/11	K. Londo	5.50	L120	Review and summarize by-laws (2.0) and declarations (2.0); conference calls with Lehman Brothers regarding closing checklist (.5); multiple conference calls with M. Coccia, L. White and M. Daliere regarding status of review (1.0).

RITZ KAPALUA

July 18, 2011

Matter: 09807760-0011  
Invoice No.: 1308439

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
06/02/11	M. Daliere	0.50	P300	Telephone call regarding checklist items with L. White, M. Coccia and K. Londo (.5).
06/02/11	M. Coccia	0.60	P300	Telephone conference with L. White and K. Londo regarding checklist matters and status of Ritz negotiations (.5); follow-up re same (.1).
06/03/11	L. White	0.30	P300	Conference with Keith Londo re: declarations (.3).
06/03/11	K. Londo	2.80	L190	Follow up revisions to summary of declarations (1.8), prepare lists of questions regarding open due diligence issues (.7); conference with L. White re: declarations (.3).
06/06/11	L. White	1.50	P300	Various telephone conferences and email correspondence with David Lamb (.5); follow-up with Nan Molofsky (.3); conference with Keith Londo regarding closing documents (.3); telephone conference with Chris Lau regarding closing (.4).
06/06/11	K. Londo	4.50	L120	Follow up regarding due diligence regarding questions for local counsel, Gencom and LBHI (3.4); conference with L. White re: closing (.3); review option agreement and other transaction documents (.8).
06/07/11	K. Londo	4.80	L120	Follow up review of transfer taxes (1.2), declarations (.7), option agreement (1.3), and other transaction documents (1.6).
06/07/11	L. White	2.80	P300	Telephone conference with Nan Molofsky (.3); respond to David Lamb's questions regarding LOC and Asset Management Agreement and Ritz document (.5); prepare for transfer of title; review underlying documentation (2.0).

RITZ KAPALUA

July 18, 2011

Matter: 09807760-0011  
Invoice No.: 1308439

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
06/08/11	L. White	4.50	P300	Review summary of major changes to Ritz management agreement (.3); telephone conference with Nan Molofsky regarding Maui land issues (.5); review open issues, issues related to transfer and prepare for title transfer (3.2); correspondence with Barry Sullivan and David Paulson regarding same (.5).
06/08/11	C. Lee	2.70	P500	Review and analyze various hotel agreements and documents and Closing Checklist (1.1); review and analyze various Side Letter Agreements (.3); review, analyze and revise Closing Checklist (1.3).
06/08/11	M. Coccia	2.10	P500	Work on issues regarding various assignment rights for Ritz related documents (1.0); review Rental Program Agreement form in connection with transfer of project (.3); review Golf Course Use and Access Agreement (.4); review Signature Events Agreement (.2); draft e-mail regarding term issues in Golf Course Use and Access and Signature Events (.2).
06/08/11	K. Londo	1.50	L120	Follow up correspondence regarding local counsel issues (.6), review revised closing checklist (.4), review other due diligence documents (.5).
06/09/11	M. Coccia	2.40	P500	Telephone conference with C. Lee, D. Paulson (local counsel) and L. White regarding review of closing checklist matters (1.1); prepare for negotiation of Ritz Agreement issues (1.3).
06/09/11	C. Lee	1.10	P500	Telephone call with D. Paulson and L. White regarding local counsel issues and Closing Checklist (1.1).

RITZ KAPALUA

July 18, 2011

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Invoice No.: 1308439

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
06/09/11	M. Daliero	2.90	P300	Telephone call with local counsel regarding checklist items (1.1); prepare for telephone call regarding negotiation of Hotel Management Agreement and other amendments (1.8).
06/09/11	L. White	3.50	P300	Telephone conference with Nan Molofsky regarding Ritz management agreement (.5); correspondence regarding options due diligence report (.3); draft email response to broker claiming commission (.5); conference call with SNR Denton and local counsel teams regarding closing documentation (1.1); follow up regarding same (.4); draft letter to Gencom regarding finalization and execution of LOC and AMA (.5).
06/09/11	K. Londo	1.50	B110	Correspondence regarding Option Agreement and review revised Closing Checklists (.4), conference call with local counsel regarding outstanding issues (1.1).
06/10/11	L. White	2.70	P300	Telephone conferences with Nan Molofsky regarding due diligence and option parcels (.3); draft letter to Gencom regarding confirmation of LOC and AMA and correspondence with Nan regarding same (.8); revise checklist and review regarding closing documentation and necessary next steps (.8); review SNDA for Ritz management agreement (.8).
06/10/11	K. Londo	0.80	B110	Follow up review of transaction documents (.8).
06/13/11	K. Londo	0.50	B110	Correspondence with Linda White regarding declarations, side letters, and other due diligence (.5).

RITZ KAPALUA

July 18, 2011

Matter: 09807760-0011  
Invoice No.: 1308439

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
06/13/11	C. Lee	1.30	P500	Review and analyze issues regarding Ritz Estoppel Certificate and work on initial draft of Ritz Estoppel Certificate (.1); review and analyze issues regarding omnibus assignment of agreements and contracts (.2).
06/13/11	L. White	3.00	P300	Draft response to David Lamb regarding questions in AMA (.5); review declarations in anticipation of title transfer (1.0); review SNDA and side letters to prepare possible SNDA for attachment to management agreement (1.0); conference with Keith Londo regarding declarations, SNDA and side letters (.5).
06/15/11	L. White	0.50	P300	Telephone conference with Mark Daliere regarding Ritz documents (.2); email correspondence with Nan Molofsky regarding same (.3).
06/15/11	K. Londo	1.80	B110	Review and summarize side letter agreements (.6), MRNDA (.6) and SNDA (.6).
06/15/11	C. Lee	0.30	P500	Review, analyze and work on issues regarding revised drafts of hotel agreements (.3).
06/15/11	M. Daliere	0.30	P500	Review issues regarding revised agreements (.1); conference with L. White re: same (.2).
06/16/11	K. Londo	2.80	B110	Review and summarize transaction documents (1.8); review closing checklist (.5) and prepare list of questions for Borrower/Gencom (.5).
06/16/11	C. Lee	1.90	P500	Review and analyze revised draft of Third Amended and Restated Management Agreement (1.4); review and analyze draft of Assumption Agreement (.5).
06/16/11	L. White	3.50	P300	Review Ritz revisions to documents (2.5); review assumption agreement (.5); telephone conference with Nan Molofsky (.5).

RITZ KAPALUA

July 18, 2011

Matter: 09807760-0011  
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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
06/17/11	L. White	3.50	P300	Review documents revised by Ritz (1.5); review assumption agreement (.5) revise letter to Karim regarding LOC and AMA (1.0); telephone conference with Mark Dalieri regarding Ritz issues (.5).
06/17/11	C. Lee	1.80	P500	Review and analyze Assumption Agreement (.2), revised Amendment to Residential Condominium License and Development Agreement (.2), revised Amendment to Condominium License Agreement (.2), various Side Letters (.2), Comfort Letters (.2) and other hotel agreements (.2).
06/17/11	M. Dalieri	2.80	P500	Review Ritz revised Hotel Management Agreement and revised Condominium Development Agreement (2.5); conference with L. White re: same (.3).
06/18/11	M. Dalieri	1.30	P500	Review Assumption Agreement and Amendment to Condominium Management Agreement (1.0); prepare notes for telephone conference with Lehman team regarding comments (.3).
06/20/11	K. Londo	2.80	B110	Compile list of questions for Borrower/Gencom and LBHI regarding follow up to Kapalua transaction documents (2.6), follow up update of closing checklist (.2).
06/20/11	M. Dalieri	2.40	P300	Telephone conference with Lehman regarding comments to Marriott Agreements (2.0); follow-up call with L. White regarding issues to discuss with Marriott (.4)

RITZ KAPALUA

July 18, 2011

Matter: 09807760-0011  
Invoice No.: 1308439

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
06/20/11	C. Lee	2.20	P500	Telephone call with N. Molofsky, P. Mace, J. Nastasi, G. Lake and B. Edwards regarding revised draft of Hotel Management Agreement, Amendment to Residential Condominium License and Development Agreement and Amendment to Condominium Management Agreement (2.0); review and analyze issues regarding open issues (.2).
06/20/11	L. White	3.40	P300	Telephone conference with Nan Molofsky (.3); prepare for and attend conference call with Lehman and Gencom teams regarding Ritz documents (2.8); follow up with Mark Daliere regarding same (.3).
06/21/11	L. White	2.50	P300	Correspondence with Julie Levitt and Blythe Edwards regarding LOC and AMA (.5); review correspondence regarding MLP option valuation, termination of Gameplan and payment of payables (.5); review assumption agreement and SNDA in preparation for call with Carren Shulman (.5); telephone conference with Carren Shulman (.5); follow-up with Nan Molofsky and Mark Daliere (.5).
06/21/11	K. Londo	4.80	L110	Review declarations and draft assignments and assumptions of Developers and Declarant's rights under each agreement (4.8).
06/22/11	L. White	1.30	P300	Conference with Keith Londo regarding assumptions of declarations and estoppels (.5); telephone conference with Mark Daliere regarding Ritz documents (.3); correspondence with David Lamb re: same (.5).
06/22/11	K. Londo	4.00	L140	Follow up revisions to assignment and assumption agreement regarding declarations, draft estoppel certificates for each declarant and association (3.5); call with L. White re: same (.5).

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July 18, 2011

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
06/22/11	C. Lee	0.20	P500	Review and work on open issues in Hotel Management Agreement (.2).
06/23/11	L. White	1.50	P300	Review David Lamb's comments to AMA, telephone conference with Nan Molofsky regarding same and draft response to comments (1.3); review amendments to declarations (.2).
06/24/11	L. White	0.50	P300	Review Gencom comments to LOC and AMA letter and correspondence to Lehman team regarding same (.5).
06/27/11	L. White	0.50	P300	Telephone conference with Julie Levitt regarding LOC and AMA (.3); telephone conference with Rachel Goetz regarding Ledcor Petty Construction claim in Lehman bankruptcy related to Gencom properties (.2).
06/28/11	M. Daliere	0.50	P300	Prepare for call with Marriott regarding negotiation of documents (.5).
06/28/11	C. Lee	1.20	P500	Review and analyze remaining open issues in Amended and Restated Management Agreement (1.0), prepare for telephone call with Ritz (.2).
06/28/11	L. White	1.00	P300	Revise letter regarding LOC and AMA (.8); telephone conference with Nan Molofsky regarding same (.2).
06/28/11	R. Goetz	0.40	B250	Review title work re: Led Petty Construction lien (.4).
06/29/11	L. White	1.00	P300	Follow up with Nan Molofsky regarding Ritz (.3); telephone conference and correspondence with David Lamb (.5); follow up with Nan regarding creditor's committee approval (.2).
06/29/11	C. Lee	1.30	P500	Telephone call with A. Bertsch regarding open issues in Hotel Management Agreement (1.0); review and analyze issues regarding estoppel certificate, assumption agreement and other open issues (.3).

RITZ KAPALUA

July 18, 2011

Matter: 09807760-0011  
Invoice No.: 1308439

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
06/29/11	M. Daliere	1.30	P500	Telephone call with A. Bertsch regarding comments to Hotel Management Agreement (1.3).
06/30/11	L. White	3.00	P300	Multiple telephone conferences and conference calls with Carren Schulman, Hugh McDonald, Mark Dalieri and the Lehman team regarding Ritz documentation and SNDA issues (3.0).
06/30/11	H. McDonald	1.70	B100	Telephone call with L. White regarding SNDA issue (.3); review case law regarding same (.4); telephone call with L. White and CS regarding SNDA issue (.4); conference calls with L. White, NM and MD regarding SNDA issue (.6).
06/30/11	M. Daliere	2.90	P500	Telephone call with Marriott to continue negotiations of hotel documents (.9); prepare list of open issues (.5); telephone call with L. White regarding bankruptcy strategy (.3); telephone call with Lehman team regarding bankruptcy issues (.5); follow-up call regarding bankruptcy issues and open issues under hotel agreements with Ritz Carlton (.4); work on Subordination, Non-Disturbance, and Attornment Agreement issues (.3).
06/30/11	C. Lee	3.40	P500	Telephone call with A. Bertsch regarding open issues in Hotel Agreements (1.0); review and analyze remaining open issues in Hotel Agreements (.8); prepare List of Open Issues (1.6).
Total Hours		123.20		
Fee Amount				\$73,055.00

RITZ KAPALUA

Matter: 09807760-0011  
Invoice No.: 1308439

July 18, 2011

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	45.00	\$31,725.00
M. Cocci	\$685.00	5.10	\$3,493.50
H. McDonald	\$845.00	1.70	\$1,436.50
M. Daliere	\$675.00	14.90	\$10,057.50
K. Londo	\$525.00	38.10	\$20,002.50
R. Goetz	\$550.00	0.40	\$220.00
C. Lee	\$340.00	<u>18.00</u>	<u>\$6,120.00</u>
Totals		123.20	\$73,055.00

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
3/24/2011	Miscellaneous Hard -- CONFERENCE CALL	AMERICAN TELECONFERENCING SERVICES 10.53
2/3/2011	Miscellaneous Hard -- CONFERENCE CALL	AMERICAN TELECONFERENCING SERVICES 11.20
4/12/2011	Miscellaneous Hard -- CONFERENCE CALL	AMERICAN TELECONFERENCING SERVICES 10.01
		SUBTOTAL 31.74
	Total Disbursements	\$31.74

Fee Total	\$	73,055.00
Disbursement Total	\$	31.74
Invoice Total	\$	<u>73,086.74</u>

**SNR DENTON**

Pg 23 of 140

SNR Denton US LLP  
233 South Wacker Drive  
Suite 7800  
Chicago, Illinois 60606-6306

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JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS, INC.  
1271 SIXTH AVENUE  
39TH FLOOR  
NEW YORK, NY 10020

July 18, 2011

**Invoice No. 1308447**

Client/Matter: 09807760-0021

LIFESTYLE DEVELOPMENT, LP

Payment Due Upon Receipt

Total This Invoice	\$	14,468.06
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at 1 312 876 8000

**SNR DENTON**

Pg 24 of 140

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JOELLE HALPERIN  
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 1271 SIXTH AVENUE  
 39TH FLOOR  
 NEW YORK, NY 10020

July 18, 2011

**Invoice No. 1308447**

Client/Matter: 09807760-0021

LIFESTYLE DEVELOPMENT, LP

For Professional Services Rendered through June 30, 2011:

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Task</b>	<b>Narrative</b>
06/01/11	L. White	0.50	P300	Conference with Bob Fernandez regarding permit issues and liquor license issues (.5).
06/01/11	R. Fernandez	3.20	P300	Conference call with J. Nastasi, N. Molofsky and P. Mace re: post-closing issues (1.4); update post-closing checklist (.3); telephone conversations with MT counsel and AK counsel re: post-closing issues (1.0); conference with L. White re: permit issues (.5).
06/01/11	R. Goetz	0.80	B250	E-mail correspondence with P. Mace re: post-closing actions (.2); e-mail correspondence with title company re: post-close follow-up (.4); review correspondence from Chicago Title (.2).
06/02/11	R. Goetz	2.60	B250	Teleconference with P. Mace, J. Nastasi and N. Molofsky re: post-closing matters (1.0); conference with R. Fernandez re: post-closing matters (.5); review of correspondence of Chicago Title re: document requests (.5); correspondence with A. Smith re: MA affidavit request (.6).
06/03/11	R. Goetz	1.80	B250	Revisions to post-closing checklist (.8); correspondence with title company re: post-closing requests (.3); review of closing documents for information request (.7)
06/07/11	R. Goetz	0.30	B250	Correspondence with A. Smith re: open title issues (.3).
06/08/11	R. Goetz	0.60	B250	Review title company affidavit requests (.6).

LIFESTYLE DEVELOPMENT, LP

July 18, 2011

Matter: 09807760-0021  
Invoice No.: 1308447

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
06/09/11	R. Goetz	3.80	B250	Prepare packages to title company re: organizational document/consent requests (.5); correspondence with A. Smith re: MA affidavits (.8); post-closing follow-up on transfers/open title work (.5)
06/10/11	R. Goetz	0.60	B250	Review revised MA affidavits (.4); correspondence with A. Smith re: affidavit revisions (.2).
06/14/11	R. Goetz	1.20	B250	Correspondence with B. North re: final closing documents and status on open items (.5); correspondence with A. Smith re: open title issues (.5); conference with B. Fernandez re: status update and open items (.2)
06/15/11	R. Goetz	4.10	B250	Correspondence with A. Smith re: MA affidavits (.5); prepare closing document package for B. North (2.0); review certificate of dissolution (.3); correspondence with J. Nastasi re: MA filings (.2); update post-closing checklist (.5); correspondence with J. Nastasi, N. Molofsky and P. Mace re: post-closing status (.4); correspondence with J. Nastasi re: execution of MA affidavits (.2).
06/16/11	R. Goetz	1.00	B250	Correspondence with J. Nastasi re: post-closing items (.5); correspondence with B. North re: post-closing items (.5).
06/21/11	R. Goetz	1.00	B250	Conference call with P. Mace, J. Nastasi, and Merlin (.8); conference with R. Fernandez re: status (.2).
06/22/11	R. Goetz	0.80	B250	Correspondence with P. Mace re: liquor agreement (.4); conference with R. Fernandez re: status (.2); completion of FAA forms (.1); correspondence with J. Nastasi re: aircraft (.1).
06/23/11	R. Goetz	1.70	B250	Teleconference with B. Kraft (.8); re: title transfers (.4); revise status on post-closing checklist (.2); email correspondence with B. Kraft (.1); review J. Sorenson opinion on corporate transfers of permits (.2).

LIFESTYLE DEVELOPMENT, LP

July 18, 2011

Matter: 09807760-0021  
 Invoice No.: 1308447

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
06/24/11	R. Goetz	1.20	B250	Correspondence with J. Sorenson re: vehicle titles (.5); review of transfer forms (.5); update post-closing checklist (.2).
06/28/11	R. Goetz	0.20	B250	Correspondence with J. Nastasi re: open documents/affidavits (.2).
06/30/11	R. Goetz	0.50	B250	Correspondence with local agent re: MA affidavits (.3); correspondence with A. Smith re: MT documentation (.2).
Total Hours		25.90		
Fee Amount				\$14,450.50

#### TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	0.50	\$352.50
R. Fernandez	\$590.00	3.20	\$1,888.00
R. Goetz	\$550.00	22.20	\$12,210.00
Totals		25.90	\$14,450.50

#### DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
5/20/2011	Delivery FedEx Airbill #794783332653 05/20/11 Delivery to 711 3rd Ave Fl 5, NEW YORK, NY	17.56
	SUBTOTAL	17.56
	Total Disbursements	\$17.56

Fee Total	\$	14,450.50
Disbursement Total	\$	17.56
Invoice Total	\$	<u>14,468.06</u>

**SNR DENTON**

Pg 27 of 140

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JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS INC.  
1217 SIXTH AVENUE, 38TH FLOOR  
NEW YORK, NY 10020  
USA

July 18, 2011

**Invoice No. 1308451**

Client/Matter: 09807760-0030

BANKRUPTCY (POST-PETITION WORK)

Payment Due Upon Receipt

Total This Invoice	\$	4,798.99
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Questions relating to this invoice should be directed to:  
L. White  
at 1 312 876 8000

**SNR DENTON**

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JOELLE HALPERIN  
 LEHMAN BROTHERS HOLDINGS INC.  
 1217 SIXTH AVENUE, 38TH FLOOR  
 NEW YORK, NY 10020  
 USA

July 18, 2011

**Invoice No. 1308451**

Client/Matter: 09807760-0030

## BANKRUPTCY (POST-PETITION WORK)

For Professional Services Rendered through June 30, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
06/01/11	L. Bechutsky	1.00	B160	Attention to excel spread sheet back up for April 2011 invoice as per fee committee memo (1.0).
06/03/11	L. Bechutsky	0.20	B160	Attention to excel spread sheet back up for April 2011 invoice as per fee committee memo (.2).
06/21/11	L. Bechutsky	3.60	B160	Attention to May 2011 fee statement (3.6).
06/21/11	H. McDonald	0.30	B100	Review and revise budget letter.
06/22/11	L. Bechutsky	2.80	B160	Attention to May fee statement (1.8); revise budget for July 2011 (1.0).
06/27/11	L. Bechutsky	1.50	B160	Attention to May 2011 fee statement (1.5).
06/30/11	L. Bechutsky	0.60	B160	Attention to May 2011 fee statement (.6).
Total Hours		10.00		
Fee Amount				\$4,667.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
H. McDonald	\$845.00	0.30	\$253.50
L. Bechutsky	\$455.00	9.70	\$4,413.50
Totals		10.00	\$4,667.00

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
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BANKRUPTCY (POST-PETITION WORK)

July 18, 2011

Matter: 09807760-0030  
Invoice No.: 1308451

<u>Date</u>	<u>Description</u>	<u>Amount</u>
5/4/2011	Delivery FedEx Airbill #794724505050 05/04/11 Delivery to 33 Whitehall St Fl 22, NEW YORK CITY, NY	10.76
5/4/2011	Delivery FedEx Airbill #797063326391 05/04/11 Delivery to 1 Chase Manhattan Plz Fl 4 NEW YORK CITY, NY	10.76
5/4/2011	Delivery FedEx Airbill #797063401368 05/04/11 Delivery to 115 S 15th St Ste 400, RICHMOND, VA	12.25
5/4/2011	Delivery FedEx Airbill #797063404600 05/04/11 Delivery to 767 5th Ave Fl Conc1, NEW YORK CITY, NY	10.76
5/4/2011	Delivery FedEx Airbill #797063438402 05/04/11 Delivery to 1271 Avenue Of The America NEW YORK CITY, NY	10.76
5/13/2011	Delivery LEHMAN BROTHERS HOLDINGS INC 1271 6TH AVE NY 399117	8.00
		SUBTOTAL
	Document reproduction	63.29
		SUBTOTAL
	Total Disbursements	68.70
		\$131.99

Fee Total	\$ 4,667.00
Disbursement Total	\$ 131.99
Invoice Total	\$ <u>4,798.99</u>

**SNR DENTON □**

Pg 30 of 140

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JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS, INC.  
1271 SIXTH AVENUE  
39TH FLOOR  
NEW YORK, NY 10020

August 16, 2011

**Invoice No. 1317111**

Client/Matter: 09807760-0021

LIFESTYLE DEVELOPMENT, LP

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ABA Transit # 021 000 089  
Account # 4064-5823  
Account Name: SNR Denton US LLP

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Questions relating to this invoice should be directed to:  
L. White  
at 1 312 876 8000

JOELLE HALPERIN  
 LEHMAN BROTHERS HOLDINGS, INC.  
 1271 SIXTH AVENUE  
 39TH FLOOR  
 NEW YORK, NY 10020

August 16, 2011

**Invoice No. 1317111**

Client/Matter: 09807760-0021

LIFESTYLE DEVELOPMENT, LP

## For Professional Services Rendered through July 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
07/06/11	R. Goetz	1.00	2300	Follow-up on post-closing transfer status and recordation (1.0).
07/08/11	R. Goetz	0.30	2300	Review transmittal from Chicago Title re: Massachusetts recording issue (.1); conference with L. White and R. Fernandez re: title company requests/recording issues (.2).
07/08/11	R. Fernandez	1.80	2300	Multiple conversations with Chicago Title regarding Dukes County, MA Recorder's Office recordation rejection and Chicago Title efforts to address same (1.0); multiple conversations with L. White and R. Goetz re: same (.5); emails with P. Mace re: same (.3).
07/11/11	L. White	1.00	2300	Conference with Bob Fernandez regarding recordation of MA deed (.3); follow-up call with title company (.5); telephone conference with Nan Molofsky regarding same (.2).
07/11/11	R. Fernandez	0.30	2300	Telephone conversation with Linda White re: presentation and recordation issues pertaining to Massachusetts Deed (.3).
07/12/11	R. Fernandez	1.10	2300	Review Bristol Bay Lodge Management Agreement (.2); telephone conversation with Nancy Wilson re: questions to BBL Management Agreement (.3); review and discuss FAA documents for submission and recordation (.2); conference with R. Goetz re: aircraft transfer (.4).

LIFESTYLE DEVELOPMENT, LP

August 16, 2011

Matter: 09807760-0021  
Invoice No.: 1317111

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
07/12/11	R. Goetz	3.80	2300	Preparation of aircraft transfer submittals (2.0); teleconferences with Consultants Insured Aircraft regarding Aircraft transfer documentation (.5); conference with R. Fernandez regarding aircraft transfer issues (.3); preparation of vehicle transfer documentation (1.0).
07/13/11	R. Goetz	2.40	2300	Teleconferences to Insured Aircraft Consultants regarding transfer documentation (.4); revise transfer documentation (.7); prepare transfer submittals (1.0); email transmissions with L. Struss re: MT transfers (.3).
07/14/11	R. Goetz	3.70	2300	Update post-closing checklist (.4); review checklist updates by Merlin (.3); teleconference with P. Mace re: organizational documents for transfer submittals (.2); teleconference with A. Sultano re: post-closing status (.4); preparation of transfer documentation on vehicles (2.1); conference with B. Fernandez regarding aircraft transfer issues (.3).
07/15/11	R. Goetz	2.90	2300	Teleconferences with Insured Aircraft Consultants regarding transfer documentation (.4); email transmissions to Insured Aircraft Consultants regarding transfer submittals (.8); email transmission to Moulton Bellingham re: same (.3); review of AK transfer forms re: vehicles (1.0); email transmission to A. Sultano regarding status update on post-closing transfers (.2); teleconference to J. Nastasi re: corporate documentation (.2).
07/19/11	R. Goetz	2.10	2300	Revisions to transfer documents/submittals.
07/20/11	R. Goetz	3.20	2300	Preparation of transfer submittals.

LIFESTYLE DEVELOPMENT, LP

August 16, 2011

Matter: 09807760-0021  
Invoice No.: 1317111

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
07/21/11	R. Goetz	1.40	2300	Email transmittals with Insured Aircraft Consultants regarding transfer submittals (.6); update post-close checklist (.3); email transmittals with A. Sultano regarding status (.1); teleconference with A. Sultano re: status (.4).
07/26/11	R. Goetz	0.40	2300	Review of aircraft corporate documentation.
07/28/11	R. Goetz	0.70	2300	Email transmission with Insured Aircraft Consultants regarding transfer submittals (.4); review revised transfer documentation for vehicle transfers (.3).
07/29/11	R. Goetz	0.60	2300	Email transmission to Moulton Bellingham re: vehicle transfers (.4); email transmission with Insured Aircraft Consultants regarding transfer submittals (.2).
Total Hours		26.70		
Fee Amount				\$14,968.00

#### TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	1.00	\$705.00
R. Fernandez	\$590.00	3.20	\$1,888.00
R. Goetz	\$550.00	<u>22.50</u>	<u>\$12,375.00</u>
Totals		26.70	\$14,968.00

#### DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/16/2011	Delivery FedEx Airbill #794872583725 06/16/11 Delivery to 50 S 16th St, PHILADELPHIA, PA	30.15
6/23/2011	Delivery FedEx Airbill #794898778629 06/23/11 Delivery to 1271 Avenue Of The America NEW YORK CITY, NY	14.88
	SUBTOTAL	45.03

LIFESTYLE DEVELOPMENT, LP

August 16, 2011

Matter: 09807760-0021  
Invoice No.: 1317111

<u>Date</u>	<u>Description</u>	<u>Amount</u>
5/2/2011	Miscellaneous Hard -- CT CORPORATION SYSTEM dba CT LIEN SOLUTIONS Certificate of Good Standing - foreign - MA	96.75
4/27/2011	Miscellaneous Hard -- CT CORPORATION SYSTEM dba CT LIEN SOLUTIONS Certificate of Good Standing; Cert. Copy of Certificate of Form & All Amend/Mgr - DE	3,775.75
4/26/2011	Miscellaneous Hard -- CT CORPORATION SYSTEM dba CT LIEN SOLUTIONS Certificate of Compliance - Foreign - AK; Cert. of Existence - Foreign - MT, Copy of Certificate of Form & All Amend/Mgr - DE	411.00
4/20/2011	Miscellaneous Hard -- AMERICAN TELECONFERENCING SERVICES CONFERENCE CALL	14.30
4/27/2011	Miscellaneous Hard -- AMERICAN TELECONFERENCING SERVICES CONFERENCE CALL	18.90
		SUBTOTAL
		4,316.70
4/27/2011	Outside Professional Services -- CT CORPORATION SYSTEM dba CT LIEN SOLUTIONS Certificate of Good Standing (Short Form) -Domestic - DE Inv. #6854205-RI	3,775.75
7/13/2011	Outside Professional Services -- NATIONAL CORPORATE RESEARCH, LTD Ord: B025621 - judgment searches, tax lien searches, UCC searches	1,962.75
		SUBTOTAL
		5,738.50
	Total Disbursements	\$10,100.23

Fee Total	\$	14,968.00
Disbursement Total	\$	10,100.23
Invoice Total	\$	<u>25,068.23</u>

**SNR DENTON □**SNR Denton US LLP  
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JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS, INC.  
1271 SIXTH AVENUE  
46TH FLOOR  
NEW YORK, NY 10020

August 16, 2011

**Invoice No. 1317109**

Client/Matter: 09807760-0011

RITZ KAPALUA

Payment Due Upon Receipt

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ABA Transit # 021 000 089  
Account # 4064-5823  
Account Name: SNR Denton US LLP

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

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L. White  
at 1 312 876 8000

JOELLE HALPERIN  
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 1271 SIXTH AVENUE  
 46TH FLOOR  
 NEW YORK, NY 10020

August 16, 2011

**Invoice No. 1317109**

Client/Matter: 09807760-0011

RITZ KAPALUA

## For Professional Services Rendered through July 31, 2011:

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Task</b>	<b>Narrative</b>
07/01/11	C. Lee	1.20	2300	Prepare Open Issues List (0.3); prepare Estoppel Certificate (0.9).
07/01/11	M. Daliere	1.00	2300	Revise issues list for distribution to A. Bertsch (0.4); further revise issues list for distribution to Lehman team (0.3); review side letters regarding Subordination and Non-Disturbance Agreement (0.3).
07/02/11	M. Daliere	1.70	2300	Significant revisions to memorandum regarding open issues with Ritz-Carlton (1.7).
07/05/11	M. Daliere	0.50	2300	Telephone call with H. McDonald regarding Subordination and Non-Disturbance Agreement assumption arguments and strategy (.5).
07/05/11	H. McDonald	1.10	2300	Review memo from Mark Daliere regarding open issues (.2); telephone call with Carren Schulman regarding SNDA issue (.4); telephone call with Mark Daliere regarding SNDA and Management Agreement (.5).
07/06/11	H. McDonald	0.20	2300	Email to Carren Schulman with memos regarding SNDA issues.
07/06/11	C. Lee	0.20	2300	Review e-mail correspondence from A. Bertsch and analyze open issues in Hotel Agreements (.2).
07/07/11	H. McDonald	0.40	2300	Review memorandum regarding SNDA issue.

RITZ KAPALUA

August 16, 2011

Matter: 09807760-0011  
Invoice No.: 1317109

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
07/11/11	L. White	2.50	2300	Review Ritz open issue list memos and Anne Bertsch's response (.1.3); telephone conference with Nan Molofsky regarding same and regarding Gencom letter (.5); revise Gencom letter (.5); follow-up with Gencom team re: same (.2).
07/12/11	L. White	1.50	2300	Prepare for and attend conference call with Lehman and local counsel regarding transfer of title (1.2); follow-up with Keith Londo (.3).
07/12/11	K. Londo	1.50	2300	Conference call with LBHI and local Hawaii counsel regarding transfer of title (1.2), post call follow-up with Linda White (.3).
07/13/11	M. Daliere	1.40	2300	Telephone conference with Lehman and Gencom teams re: transfer and management issues (1.0); internal follow-up call regarding bankruptcy assumption issues (0.2); review existing Hotel Management Agreement regarding assumption issues (0.2).
07/13/11	L. White	4.00	2300	Conference call with Lehman and Gencom teams regarding transfer and management issues (1.0); follow-up calls and emails regarding Ritz and SNDA issues with Mark Daliere, Hugh McDonald, John Natasi and Amanda Hendy (1.7); review and mark-up assumption agreement and order (1.0); correspondence with Rachel Goetz regarding operating agreement for spe (.3).
07/13/11	H. McDonald	1.20	2300	Review memos regarding open issues for conference call (.3); internal conference calls regarding SNDA issue (.7); telephone call with Linda White regarding SNDA and Management Agreement issue (.2).

RITZ KAPALUA

August 16, 2011

Matter: 09807760-0011  
 Invoice No.: 1317109

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
07/13/11	R. Goetz	1.00	2300	Preparation of operating agreement (.5); email correspondence with S. Stigliano re: formation, fein, and form of operating agreement (.2); conference with L. White re: operating agreement (.3).
07/14/11	H. McDonald	1.10	2300	Telephone call with Linda White and Mark Daliere regarding SNDA issues and conference call (.4); conference call with Lehman regarding SNDA and Management Agreement (.5); emails regarding conference call with same (.2).
07/14/11	L. White	1.00	2300	Correspondence and various conference calls regarding Ritz SNDA and assumption issues (1.0).
07/14/11	M. Daliere	0.40	2300	Telephone call w/Linda White and H. McDonald regarding bankruptcy issues (.4).
07/15/11	C. Lee	0.50	2300	Review, analyze and work on issues regarding Closing Checklist.
07/15/11	K. Londo	0.80	2300	Follow up with C. Lee relating to Ritz documents, estoppels and assignments of same (.8).
07/15/11	L. White	2.00	2300	Various telephone conferences and email correspondence regarding assumption of SNDA with Hugh McDonald, John Nastasi, Joelle Halperin and Jackie Marcus (2.0).
07/15/11	H. McDonald	0.90	2300	Review SNDA for conference call (.2); conference call regarding SNDA and Ritz with L. White and Lehman (.3); internal emails regarding same (.2).
07/18/11	H. McDonald	0.70	2300	Conference call with Lehman regarding SNDA issue (.5); telephone call with Linda White regarding same (.2).

RITZ KAPALUA

August 16, 2011

Matter: 09807760-0011  
Invoice No.: 1317109

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
07/18/11	L. White	2.80	2300	Telephone conferences and email correspondence with Nan Molofsky regarding Ritz and conference call with Lehman, Weil and SNR Denton teams regarding Ritz, SNDA and management agreement issues (.2.1); follow-up with Lehman team and Hugh McDonald and Mark Daliere (.4); email correspondence with David Paulson regarding title (.3).
07/18/11	M. Daliere	2.80	2300	Telephone call with Marriott regarding comments to Hotel Management Agreement (1.6); telephone call with Lehman regarding assignment issues (0.8); telephone call with L. White and H. McDonald regarding follow up SDNA issues (0.4).
07/19/11	L. White	1.50	2300	Telephone conferences with Barry Sullivan regarding confirmation hearing proceedings (.8); telephone conference with Nan Molofsky regarding same and regarding Ritz issues (.2); review documents transferring declarations (.5).
07/19/11	K. Londo	0.80	2300	Follow up regarding Ritz Documents, closing checklist and closing documents (0.8).
07/19/11	C. Lee	2.40	2300	Prepare draft Manager Estoppel Certificate (1.8); prepare Omnibus Assignment and Assumption of Contracts Agreement (0.6).
07/20/11	L. White	4.70	2300	Review and revise assignment documents (for declarations and CCR's (2.7); and prepare for closing (1.0); telephone conference with Nan Molofsky regarding same (.3); conference with Keith Londo regarding same (.7).
07/20/11	K. Londo	3.80	2300	Follow up with L. White regarding assignment of development rights under closing documents (.8), revise assignments and estoppels (2.5), review assignment declarations (.5).

RITZ KAPALUA

August 16, 2011

Matter: 09807760-0011  
Invoice No.: 1317109

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
07/20/11	C. Lee	1.80	2300	Prepare Manager Estoppel Certificate (.3); prepare Omnibus Assignment and Assumption Agreement (0.5).
07/21/11	L. White	0.80	2300	Telephone conference with Nan Molofsky regarding Ritz assumption documents and Ritz management agreement (.3); email correspondence with Mark Daliere regarding management agreement (.3); email correspondence with local counsel regarding final order and judgment of foreclosure (.2).
07/21/11	M. Daliere	0.50	2300	Review and revise Estoppel Certificate (.2); correspondence with L. White re: management agreement (.3).
07/22/11	M. Daliere	1.80	2300	Prepare open issues list (1.8).
07/22/11	L. White	1.50	2300	Review order and motion confirming foreclosure (.8); telephone conference with David Paulson regarding order (.3); review Ritz open issues list (.4).
07/24/11	C. Lee	1.20	2300	Review, analyze and revise Manager's Estoppel Certificate (1.2).
07/25/11	K. Londo	3.30	2300	Follow up revision of Declarations (2.5); and revise Assignment of Rights thereunder (.8).
07/25/11	L. White	3.80	2300	Revise Ritz assumption and SNDA agreements (2.0); telephone conference with Joelle Halperin regarding Ritz issues (.5); conference call and email correspondence with Barry Sullivan regarding Ritz issues (.8); telephone conference with Mark Daliere regarding Ritz issues (.5).

RITZ KAPALUA

August 16, 2011

Matter: 09807760-0011  
Invoice No.: 1317109

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
07/26/11	L. White	5.80	2300	Conference calls with Lehman and Ritz teams regarding Ritz and SNDA issues (1.7); email correspondence with Barry Sullivan regarding Ritz issues (.3); review Third Amended and Restated Management Agreement regarding "continuing" obligations (2.0); review and create new SNDA (1.5); follow-up telephone conference with Mark Daliere (3.).
07/26/11	K. Londo	5.80	2300	Review L. White comments to assignments and estoppels (2.30); review declarations and by-laws (1.70); revise estoppels and assignments (.70); compile list of questions for local counsel (1.1).
07/26/11	M. Daliere	4.40	2300	Telephone call with bankruptcy counsel to develop strategy for telephone conference with Marriott counsel (1.0); telephone call with Marriott counsel regarding bankruptcy and assumption issues (0.5); telephone call with counsel regarding addition items to address in estoppel certificate; revisions to form of estoppel (2.6); call with L. White re: SDNA (.3).
07/27/11	M. Daliere	1.70	2300	Further revisions to estoppel certificate (.4); conference with L. White re: same (.5); review and comment on revised Subordination, Non-Disturbance and Attornment Agreement (0.5); review comments to estoppel certificate (0.3).
07/27/11	K. Londo	4.30	2300	Draft Estoppel Certificate regarding Community Design Committee (.50); update and compare list of documents to Closing Checklist and update same (2.80); review Declarations regarding comments from L. White (1.00).

RITZ KAPALUA

August 16, 2011

Matter: 09807760-0011  
Invoice No.: 1317109

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
07/27/11	L. White	5.00	2300	Create new SNDA for 3rd Amended and Restated Management Agreement (2.5); review and revise transfer documents and declarations (.5); review Ritz estoppel certificate (1.5)and telephone conference and email with Mark Daliere regarding same and regarding management agreement (.5).
07/28/11	L. White	3.80	2300	Various telephone conferences with Mark Daliere regarding estoppel, SNDA and Ritz issues (1.2); telephone conference with Nan Molofsky regarding Ritz issues (.3); various conference calls with Ritz and Lehman teams regarding Ritz issues (1.0); prepare list of liabilities not to be assumed by RCK Maui LLC (1.3).
07/28/11	M. Daliere	5.50	2300	Telephone conference with L. White regarding Subordination Non-Disturbance Agreement and Estoppel Certificate (0.9); extensive revisions to Estoppel Certificate (3.4); telephone conference with Marriott regarding issues with respect to continuing liabilities (0.9); follow up call with L. White regarding assumption and indemnification issues (0.3).
07/29/11	L. White	5.30	2300	Draft SNDA (2.2), Assignment and Assumption of Management Agreement (2.2); dealing with continuing obligations and Estoppel (.9).
07/29/11	R. Goetz	0.70	2300	Prepare operating agreement draft (.6); conference with L. White regarding same (.1).
07/29/11	M. Daliere	3.30	2300	Review all existing Primary Agreements regarding additional estoppel items (2.2); review and revise estoppel certificate (1.1).
07/31/11	L. White	0.50	2300	Review revised estoppel (.3); email correspondence with Mark Daliere re: same (.2).

RITZ KAPALUA

August 16, 2011

Matter: 09807760-0011  
Invoice No.: 1317109

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>	
07/31/11	M. Daliere	1.40	2300	Further revisions estoppel and revisions to assignment and assumption agreement (1.2); e-mails to and from L. White regarding additional changes to agreements (0.2).	
Total Hours		107.80			
Fee Amount					
		\$69,409.00			

#### TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	46.50	\$32,782.50
H. McDonald	\$845.00	5.60	\$4,732.00
M. Daliere	\$675.00	26.40	\$17,820.00
K. Londo	\$525.00	20.30	\$10,657.50
R. Goetz	\$550.00	1.70	\$935.00
C. Lee	\$340.00	7.30	<u>\$2,482.00</u>
Totals		107.80	\$69,409.00

#### DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Document reproduction - 424 copies @ \$.10 per copy	42.40
	SUBTOTAL	42.40
	Total Disbursements	\$42.40

Fee Total	\$	69,409.00
Disbursement Total	\$	42.40
Invoice Total	\$	<u>69,451.40</u>

**SNR DENTON □**SNR Denton US LLP  
233 South Wacker Drive  
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Chicago, Illinois 60606-6306

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JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS INC.  
1217 SIXTH AVENUE, 38TH FLOOR  
NEW YORK, NY 10020  
USA

August 16, 2011

**Invoice No. 1317113**

Client/Matter: 09807760-0030

BANKRUPTCY (POST-PETITION WORK)

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Questions relating to this invoice should be directed to:  
L. White  
at 1 312 876 8000

JOELLE HALPERIN  
 LEHMAN BROTHERS HOLDINGS INC.  
 1217 SIXTH AVENUE, 38TH FLOOR  
 NEW YORK, NY 10020  
 USA

August 16, 2011

**Invoice No. 1317113**

Client/Matter: 09807760-0030

## BANKRUPTCY (POST-PETITION WORK)

For Professional Services Rendered through July 31, 2011:

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Task</b>	<b>Narrative</b>
07/06/11	L. Bechutsky	1.60	4600	Begin drafting Third Fee Application.
07/11/11	L. Bechutsky	5.90	4600	Continue drafting Third Fee Application.
07/12/11	L. Bechutsky	0.40	4600	Revise Third Fee Application.
07/13/11	L. Bechutsky	0.40	4600	Revise Third Fee Application (0.2); conference with H. McDonald re: same (0.2).
07/13/11	H. McDonald	0.60	4600	Office conference with Linda Bechutsky regarding Fee App (.2); review Fee App (.4).
07/14/11	L. White	0.50	4600	Review and revise Fee Application.
07/14/11	G. Medina	0.20	4600	Reviewed Lehman Docket for Order amending Fee Protocol.
07/14/11	L. Bechutsky	1.70	4600	Revise Third Fee Application (1.5); review amended order (.2)
07/15/11	L. Bechutsky	1.90	4600	Revise and finalize Third Fee Application (1.6); attention to June 2011 fee statement (.3).
07/15/11	G. Medina	1.50	4600	Revise and coordinate and filing of Third Interim Fee Application.
07/15/11	L. White	0.50	4600	Review Fee Application.
07/18/11	L. Bechutsky	1.50	4600	Revise June 2011 fee statement.
07/19/11	L. Bechutsky	2.10	4600	Revise June 2011 fee statement (.4); draft August 2011 budget (1.7).
07/20/11	L. Bechutsky	3.20	4600	Draft and revise June 2011 fee statement.
07/26/11	L. Bechutsky	1.50	4600	Attention to June 2011 fee statement.

BANKRUPTCY (POST-PETITION WORK)

August 16, 2011

Matter: 09807760-0030  
Invoice No.: 1317113

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
07/28/11	L. Bechutsky	2.30	4600	Review and revise Excel back up for June 2011 fee statement.
Total Hours		25.80		
Fee Amount				\$11,934.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	1.00	\$705.00
H. McDonald	\$845.00	0.60	\$507.00
L. Bechutsky	\$455.00	22.50	\$10,237.50
G. Medina	\$285.00	1.70	\$484.50
Totals		25.80	\$11,934.00

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/9/2011	Delivery FedEx Airbill #794849548221 06/09/11 Delivery to 33 Whitehall St Fl 22, NEW YORK CITY, NY	11.75
6/9/2011	Delivery FedEx Airbill #794849564526 06/09/11 Delivery to 1 Chase Manhattan Plz Fl 4 NEW YORK CITY, NY	11.75
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6/9/2011	Delivery FedEx Airbill #797190293750 06/09/11 Delivery to 1 E Main St, MADISON, WI	12.76
	SUBTOTAL	71.51
	Document reproduction - 288 copies @ \$.10 per copy	28.80
	SUBTOTAL	28.80
	Total Disbursements	\$100.31

BANKRUPTCY (POST-PETITION WORK)

August 16, 2011

Matter: 09807760-0030  
Invoice No.: 1317113

Fee Total	\$ 11,934.00
Disbursement Total	\$ 100.31
Invoice Total	<u>\$ 12,034.31</u>

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Pg 48 of 140

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LEHMAN BROTHERS HOLDINGS, INC.  
 399 PARK AVENUE  
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 NEW YORK, NY 10022

August 9, 2011

**Invoice No. 1314227**

Client/Matter: 21416248-0815

SALE OF ROSSLYN PORTFOLIO

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\$ 1,934.60

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Questions relating to this invoice should be directed to:  
 M. Williams  
 at 1 212 768 6700

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LEHMAN BROTHERS HOLDINGS, INC.  
 399 PARK AVENUE  
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 NEW YORK, NY 10022

August 9, 2011

**Invoice No. 1314227**

Client/Matter: 21416248-0815

**SALE OF ROSSLYN PORTFOLIO**

For Professional Services Rendered through July 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
07/20/11	M. Williams	2.30	P300		Telephone conference with Mr. Gupta regarding transfer restrictions on Loan, (.3), review transfer provisions in underlying loans and related co-lender agreement (1.0), summarize provisions in email to Mr. Gupta (.5), respond to follow up questions from Mr. Gupta regarding transfer restrictions in the corporate loan (.5)
Total Hours		2.30			
Fee Amount					\$1,932.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	2.30	\$1,932.00
Totals		2.30	\$1,932.00

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Document reproduction	2.60
	SUBTOTAL	2.60
	Total Disbursements	\$2.60

SALE OF ROSSLYN PORTFOLIO

August 9, 2011

Matter: 21416248-0815  
Invoice No.: 1314227

Fee Total	\$ 1,932.00
Disbursement Total	\$ 2.60
Invoice Total	<u>\$ 1,934.60</u>

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LEHMAN BROTHERS HOLDINGS, INC.  
 ACCOUNTING DEPT.  
 1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
 NEW YORK, NY 10020

August 9, 2011

**Invoice No. 1314229**

Client/Matter: 21416248-0824

John Hancock C-Note Participation

Payment Due Upon Receipt

Total This Invoice	\$	420.00
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Questions relating to this invoice should be directed to:  
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August 9, 2011

**Invoice No. 1314229**

Client/Matter: 21416248-0824

John Hancock C-Note Participation

For Professional Services Rendered through July 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Narrative</u>
7/29/11	M. Williams	0.50	Telephone conference with Mr. Siddons regarding Northstar Hancock center C note, participation interest and workout rights of junior participant (.5).
Total Hours		0.50	
Fee Amount			\$420.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	<u>0.50</u>	<u>\$420.00</u>
Totals		0.50	\$420.00

Fee Total	\$	420.00
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Invoice Total	\$	<u>420.00</u>
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NEW YORK, NY 10020

August 9, 2011

**Invoice No. 1314228**

Client/Matter: 21416248-0818

GLENDALE LOAN MODIFICATION

Payment Due Upon Receipt

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Total This Invoice	\$	5,712.00
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LEHMAN BROTHERS HOLDINGS, INC.  
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NEW YORK, NY 10020

August 9, 2011

**Invoice No. 1314228**

Client/Matter: 21416248-0818

## GLENDALE LOAN MODIFICATION

For Professional Services Rendered through July 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
07/12/11	M. Williams	0.30	P300		Revise draft second amendment to corporate loan to reflect new term sheet for modification of underlying loan (.3).
07/13/11	M. Williams	1.30	P300		Review draft loan documents for mortgage loan modification, including modification agreement, deed in lieu agreement and recourse guaranty (1.3).
07/14/11	M. Williams	0.30	P300		Telephone conference with Mr. Buffa regarding revised terms of underlying loan modification (.3).
07/18/11	M. Williams	0.50	P500		Review borrower comments to second amendment, revised consent letter (.5).
07/19/11	M. Williams	1.30	P500		Telephone conference with Mr. Buffa regarding second amendment (.1), revise amendment and distribute to borrower (.3).
07/22/11	M. Williams	0.80	P300		Telephone conference with Mr. Lochiatto regarding Lehman consent to modification of underlying loan and amendment to corporate loan (.8).
07/26/11	M. Williams	0.50	P500		Telephone conference with Mr. Buffa regarding signatures, wiring instructions (.2), review revised mezz document modifications (.2), telephone conference with Mr. Lochiatto regarding same (.1).
07/27/11	M. Williams	1.30	P600		Email correspondence with M. Lochiatto regarding principal balance of loan after \$5M paydown review revisions to modification documents modifying underlying loan (1.3).

GLENDALE LOAN MODIFICATION

August 9, 2011

Matter: 21416248-0818  
Invoice No.: 1314228

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
07/28/11	M. Williams	0.50	P600		Telephone conference with Mr. Nastasi regarding approval of documents (.2), telephone conference with Mr. Lochiatto (.2), close corporate loan modification and \$5M paydown (.1).
Total Hours		6.80			
Fee Amount					\$5,712.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	6.80	\$5,712.00
Totals		6.80	\$5,712.00

Fee Total	\$	5,712.00
Invoice Total	\$	<u>5,712.00</u>

**SNR DENTON □**

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ACCOUNTING DEPT.  
1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
NEW YORK, NY 10020

August 9, 2011

**Invoice No. 1314226**

Client/Matter: 21416248-0813

HOUSTON RENAISSANCE LOAN MODIFICATION

Payment Due Upon Receipt

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Total This Invoice	\$	7,568.50
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Account # 4064-5823  
Account Name: SNR Denton US LLP

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:  
M. Williams  
at 1 212 768 6700

LEHMAN BROTHERS HOLDINGS, INC.  
 ACCOUNTING DEPT.  
 1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
 NEW YORK, NY 10020

August 9, 2011

**Invoice No. 1314226**

Client/Matter: 21416248-0813

## HOUSTON RENAISSANCE LOAN MODIFICATION

For Professional Services Rendered through July 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
07/21/11	M. Williams	0.30	P500		Telephone conference with Mr. Goldman (borrower's counsel) regarding payoff of corporate loan by a sale of the underlying collateral (.3).
07/22/11	M. Williams	0.30	P700		Telephone conference with Mr. Gleeson regarding proposed payoff of corporate loan (.1), telephone conference with Mr. Goldman regarding same (.1), retrieve closing disks for underlying loan and distribute to mr. Goldman (.1).
07/25/11	M. Williams	0.50	P500		Various telephone conferences with mr. Goldman, mr. Gleeson regarding location of loan documents and timing of delivery (.5).
07/26/11	M. Williams	2.40	P300		Various telephone conferences and email correspondence with Mr. Goldman, Mr. Gleeson regarding status of delivery (.5), attempts to contact Mr. Galarza at custodian (.2), telephone conference with L. White arranging for Chicago delivery (.2), review payoff letter (.3), request letter to custodian (.2), review recovered TPW files (1.0).
07/26/11	L. White	0.50	P300		Telephone conference with M. Williams (.2); conference with Omar Rafatullah (.3).
07/26/11	O. Rafatullah	0.20	B101		Call with Jon Kaden re Mezzanine A, Mezzanine B and Finance documents (.2).

HOUSTON RENAISSANCE LOAN MODIFICATION

August 9, 2011

Matter: 21416248-0813  
Invoice No.: 1314226

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
07/27/11	M. Williams	1.80	P600		Various telephone conferences with Mr. Gleeson, Mr. Galarza (.4), telephone conferences with Mr Goldman re: same (.4), email correspondence with Mr. Goldman and Mr. Brantley regarding mechanics and timing of delivery of loan documents to our Chicago office in connection with the sale of the underlying mezz loans and pay off of the corporate financing (1.0).
07/28/11	M. Williams	1.30	P600		Coordinate delivery of original documents (.3), review UCC searches (.4), closing of sale of underlying loans and pay off of corporate loan (.6).
07/28/11	L. White	0.30	P300		Conference with Omer Rafatullah (.2); email correspondence with Mitch Williams regarding receipt and release of documentation (.1).
07/28/11	O. Rafatullah	5.30	B101		Attend Closing in order to review and verify Mezzanine A, Mezzanine B, and Finance documents; supervise Kirkland review and verification of Mezzanine A and Mezzanine B documents; prepare Finance documents to be forwarded to Michelle Magbalon (5.3).
Total Hours		12.90			
Fee Amount					\$7,565.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	0.80	\$564.00
M. Williams	\$840.00	6.60	\$5,544.00
O. Rafatullah	\$265.00	5.50	<u>\$1,457.50</u>
Totals		12.90	\$7,565.50

HOUSTON RENAISSANCE LOAN MODIFICATION

August 9, 2011

Matter: 21416248-0813  
Invoice No.: 1314226

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Document reproduction - 30 pgs. @ \$.10	3.00
		SUBTOTAL
	Total Disbursements	\$3.00

Fee Total	\$	7,565.50
Disbursement Total	\$	3.00
		_____
Invoice Total	\$	<u>7,568.50</u>

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August 9, 2011

**Invoice No. 1314231**

Client/Matter: 21416248-0866

Irvine Office Portfolio

Payment Due Upon Receipt

Total This Invoice	\$	9,885.70
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NEW YORK, NY 10020

August 9, 2011

**Invoice No. 1314231**

Client/Matter: 21416248-0866

Irvine Office Portfolio

For Professional Services Rendered through July 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
05/09/11	B. Shortt	1.70	0100		Revise and distribute pre-negotiation agreement (1.7).
07/20/11	M. Williams	1.30	0100		Telephone conference with Mr. Buffa regarding options in case of default, identity of joinder party (.8), begin review of loan document provisions (.5)
07/21/11	M. Williams	3.00	0100		Research UCC issues regarding mechanics of enforcement of pledge of note (1.2), draft memo regarding same in relation to remedies under the corporate loan (1.3), telephone conference with Mr. Buffa regarding same (.5).
07/21/11	S. Whelan	0.80	0100		Review UCC Article 9 and MGW draft summary of default enforcement procedures (.6). Telephone conference M. Williams regarding same (.2).
07/22/11	M. Williams	3.30	0100		Telephone conference with S. Whelan regarding memo (.2), revise and distribute remedies and UCC foreclosure procedures memo to Mr. Buffa (3.1).
07/27/11	M. Williams	0.50	0100		Telephone conference with Mr. Buffa regarding memo on remedies against borrower and guarantor on maturity default (.5).

Irvine Office Portfolio

August 9, 2011

Matter: 21416248-0866  
Invoice No.: 1314231

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
07/28/11	M. Williams	1.50	0100		Telephone conference with A. Gilbert regarding litigation questions (.4), telephone conference with H. McDonald regarding preference issues on judgments(.3), telephone conference with messrs. Buffa, Gupta regarding enforcement memo (.8)
07/28/11	H. McDonald	0.30	0100		Telephone call with MW regarding litigation issues (.3).
Total Hours		12.40			
Fee Amount					\$9,885.00

#### TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	9.60	\$8,064.00
S. Whelan	\$865.00	0.80	\$692.00
H. McDonald	\$845.00	0.30	\$253.50
B. Shortt	\$515.00	1.70	<u>\$875.50</u>
Totals		12.40	\$9,885.00

#### DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Document reproduction - 7 pgs. @ \$0.10	0.70
	SUBTOTAL	0.70
	Total Disbursements	\$0.70

Fee Total	\$	9,885.00
Disbursement Total	\$	0.70
Invoice Total	\$	<u>9,885.70</u>

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NEW YORK, NEW YORK, NY 10020

August 9, 2011

**Invoice No. 1314230**

Client/Matter: 21416248-0851

301 HOWARD

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Total This Invoice	\$	8,225.00
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August 9, 2011

**Invoice No. 1314230**

Client/Matter: 21416248-0851

301 HOWARD

For Professional Services Rendered through July 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
07/05/11	M. Williams	0.80	P300		Telephone conference with Mr. Buffa (.2), review intercreditor language regarding definition of affiliate and borrower's "concerns" (.6).
07/06/11	M. Williams	3.80	P300		Telephone conference with Mr. McQueen regarding definition of affiliate and borrower's new position on limiting Lehman control/approval rights under the corporate loan (.8), review PSA, offering memorandum (2.0), office conference with E. Klingenberg regarding related issues (1.0).
07/07/11	M. Williams	1.50	P300		Telephone conference with M. Buffa regarding borrower comments, request for loss of approval rights if Lehman as mezz lender forecloses and ends up owing the borrower under the related Rake, existing control/ownership interests in the California properties (.5); conference with P. Mignone re: approval rights (1.0)
07/07/11	P. Mignone	1.00	L120		Phone conversation with Mitch Williams regarding Rake structure and approval rights (1.0).
07/11/11	M. Williams	0.30	P300		Review borrower structure and Lehman interests (.3).
07/14/11	M. Williams	0.30	P300		Telephone conference with Mr. Buffa regarding status of Rakes review, approval of borrower request on foreclosure of Lehman mezz loans (.3).
07/19/11	M. Williams	0.30	P300		Telephone conference with Messrs. Buffa, Nastasi regarding scope of consent issues, conditions for losing consent rights (.3).

301 HOWARD

August 9, 2011

Matter: 21416248-0851  
Invoice No.: 1314230

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
07/20/11	E. Klingenberg	1.40	B101		Prepare for (.2) and conference with J. Grebinar regarding Rakes (.4); emails with M. Williams regarding same (.2); review provisions (.4); call with M. Williams (.4).
07/20/11	J. Grebinar	0.70	B101		Review of PSA re: identification of holder of option to purchase defaulted loans (.3); conference with E. Klingenberg re: same (.4).
Total Hours		10.10			
Fee Amount					\$8,225.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
E. Klingenberg	\$925.00	1.40	\$1,295.00
M. Williams	\$840.00	7.00	\$5,880.00
P. Mignone	\$665.00	1.00	\$665.00
J. Grebinar	\$550.00	0.70	<u>\$385.00</u>
Totals		10.10	\$8,225.00
Fee Total	\$	8,225.00	
Invoice Total	\$	<u>8,225.00</u>	

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 NEW YORK, NY 10020

September 14, 2011

**Invoice No. 1323192**

Client/Matter: 21416248-0867

Adams Mark

Payment Due Upon Receipt

**Lehman contact: Tom Buffa**

Total This Invoice	\$	507.00
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September 14, 2011

**Invoice No. 1323192**

Client/Matter: 21416248-0867

Adams Mark

For Professional Services Rendered through August 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
08/30/11	H. McDonald	0.60	0100		Telephone call with M. Williams regarding Guaranty Action and possible parties (.3); review guaranty and memo regarding enforcement (.3).
Total Hours		0.60			
Fee Amount					\$507.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
H. McDonald	\$845.00	<u>0.60</u>	<u>\$507.00</u>
Totals		0.60	\$507.00
Fee Total		\$ 507.00	
Invoice Total		<u>\$ 507.00</u>	

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NEW YORK, NY 10020

September 14, 2011

**Invoice No. 1323191**

Client/Matter: 21416248-0866

Irvine Office Portfolio

Payment Due Upon Receipt

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**Lehman contact: Tom Buffa**

Total This Invoice	\$	3,502.00
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M. Williams  
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September 14, 2011

**Invoice No. 1323191**

Client/Matter: 21416248-0866

Irvine Office Portfolio

For Professional Services Rendered through August 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
08/01/11	A. Gilbert	1.30	2300		Review memo re: enforcement of remedies (.3); telephone conference clients with M. Williams re: same(1.0).
08/01/11	M. Williams	1.00	2300		Telephone conference with A. Gilbert, Messrs. Buffa, Gupta, Siddons regarding mechanics of obtaining and executing a judgment (1.0)
08/03/11	M. Williams	0.80	2300		Email correspondence with Mr. Buffa regarding calculation of default interest and the period for which it runs (.2), telephone conference with Mr. Curcio regarding same,(.2) research collectability of default interest and NY statutory rate (.4).
08/08/11	M. Williams	0.50	2300		Telephone conference with Mr. Buffa regarding borrower proposal to work out the Irvine loans and Adams Mark, discuss potential responses (.5).
08/09/11	M. Williams	0.20	2300		Telephone conference with Mr. Buffa regarding counterproposal to have cross collateralization added to the loans (.2).
08/10/11	M. Williams	0.40	2300		Telephone conference with Mr. Buffa regarding remedies and enforcement of judgment against guarantor and its assets (.4).
Total Hours		4.20			
Fee Amount					\$3,502.00

Irvine Office Portfolio

September 14, 2011

Matter: 21416248-0866  
Invoice No.: 1323191

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
A. Gilbert	\$820.00	1.30	\$1,066.00
M. Williams	\$840.00	2.90	<u>\$2,436.00</u>
Totals		4.20	\$3,502.00
Fee Total	\$	3,502.00	
Invoice Total	\$	<u>3,502.00</u>	

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September 14, 2011

**Invoice No. 1323189**

Client/Matter: 21416248-0838

BEAVER CREEK HYATT

Payment Due Upon Receipt

**Lehman contact: Sam Gleeson**

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at 1 212 768 6700

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September 14, 2011

**Invoice No. 1323189**

Client/Matter: 21416248-0838

BEAVER CREEK HYATT

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
08/08/11	M. Williams	0.30	2300		Telephone conference with Mr. Gleeson regarding amount of guarantor's personal liability for a portion of the debt (.3).
Total Hours		0.30			
Fee Amount					\$252.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	0.30	<u>\$252.00</u>
Totals		0.30	\$252.00
Fee Total		\$ 252.00	
Invoice Total		<u>\$ 252.00</u>	

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September 14, 2011

**Invoice No. 1323188**

Client/Matter: 21416248-0824

John Hancock C-Note Participation

Payment Due Upon Receipt

**Lehman contact: Ed Siddons**

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September 14, 2011

**Invoice No. 1323188**

Client/Matter: 21416248-0824

John Hancock C-Note Participation

For Professional Services Rendered through August 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
08/01/11	M. Williams	2.50	0300		Review existing loan documents, Northstar participation agreement, Buck Company corporate loan agreement regarding other debt in the debt stack (2.5).
08/02/11	M. Lyons	5.50	0300		Review John Hancock Center participation agreement (2.0); draft memorandum relating to restructuring of John Hancock Center loan (2.5); several conferences and emails with M. Williams re: same (1.0).
08/03/11	M. Lyons	4.20	0300		Review John Hancock Center servicing agreement (2.2); revise memorandum relating to restructuring of John Hancock Center loan (1.0); several conferences and emails with M. Williams re: same (1.0).
08/04/11	M. Lyons	2.00	0300		Revise memorandum relating to restructuring of John Hancock Center loan (0.8); conference with M. Williams re: same (.2); review provisions of pooling and servicing agreement in connection with same (1.0).
08/05/11	M. Lyons	0.90	0300		Review and revise memorandum relating to restructuring of loan (0.9).
Total Hours		15.10			
Fee Amount					\$9,786.00

John Hancock C-Note Participation

September 14, 2011

Matter: 21416248-0824  
Invoice No.: 1323188

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	2.50	\$2,100.00
M. Lyons	\$610.00	<u>12.60</u>	<u>\$7,686.00</u>
Totals		15.10	\$9,786.00

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Document reproduction - 59 copies @ \$0.10	5.90
	SUBTOTAL	5.90
	Total Disbursements	\$5.90

Fee Total	\$	9,786.00
Disbursement Total	\$	5.90
Invoice Total	\$	<u>9,791.90</u>

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 ACCOUNTING DEPT.  
 1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
 NEW YORK, NY 10020

September 14, 2011

**Invoice No. 1323185**

Client/Matter: 21416248-0814

SALE OF WYNDHAM MEZZ LOAN

Payment Due Upon Receipt

**Lehman contact: Sam Gleeson**

Total This Invoice	\$	1,512.00
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Please return this page with your payment

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SNR Denton US LLP  
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 Philadelphia, PA 19170-6670

OR

In the case of overnight deliveries to:

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 233 South Wacker Drive  
 Chicago, IL 60606-6306

Payment by wire transfer should be sent to:

Citibank, N.A.  
 New York, New York 10043  
 ABA Transit # 021 000 089  
 Account # 4064-5823  
 Account Name: SNR Denton US LLP

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:  
 M. Williams  
 at 1 212 768 6700

**SNR DENTON**

**SNR Denton US LLP**  
 1221 Avenue of the Americas  
 New York, New York 10020-1089  
 Two World Financial Center  
 New York, New York 10281-1008

snrdenton.com

LEHMAN BROTHERS HOLDINGS, INC.  
 ACCOUNTING DEPT.  
 1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
 NEW YORK, NY 10020

September 14, 2011

**Invoice No. 1323185**

Client/Matter: 21416248-0814

**SALE OF WYNDHAM MEZZ LOAN**

For Professional Services Rendered through August 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
08/09/11	M. Williams	0.30	2300		Review loan agreement for calculation of interest due at maturity (.2), email correspondence with Mr. Gleeson regarding same (.1).
08/30/11	M. Williams	1.50	2300		Email correspondence with Mr. Buffa regarding next steps after maturity date and no pay off (1.2). Various telephone conference regarding same (.3).
Total Hours		1.80			
Fee Amount					\$1,512.00

**TIME AND FEE SUMMARY**

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	1.80	\$1,512.00
Totals		1.80	\$1,512.00

Fee Total	\$ 1,512.00
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Invoice Total	\$ 1,512.00
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**SNR DENTON**

Pg 78 of 140

SNR Denton US LLP  
 1221 Avenue of the Americas  
 New York, New York 10020-1089  
 Two World Financial Center  
 New York, New York 10281-1008

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LEHMAN BROTHERS HOLDINGS, INC.  
 ACCOUNTING DEPT.  
 1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
 NEW YORK, NY 10020

September 14, 2011

**Invoice No. 1323187**

Client/Matter: 21416248-0818

GLENDALE LOAN MODIFICATION

Payment Due Upon Receipt

**Lehman contact: Tom Buffa**

Total This Invoice	\$	658.90
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 Chicago, IL 60606-6306

Payment by wire transfer should be sent to:

Citibank, N.A.  
 New York, New York 10043  
 ABA Transit # 021 000 089  
 Account # 4064-5823  
 Account Name: SNR Denton US LLP

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:  
 M. Williams  
 at 1 212 768 6700

LEHMAN BROTHERS HOLDINGS, INC.  
ACCOUNTING DEPT.  
1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
NEW YORK, NY 10020

September 14, 2011

**Invoice No. 1323187**

Client/Matter: 21416248-0818

## GLENDALE LOAN MODIFICATION

For Professional Services Rendered through August 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
08/15/11	R. Barkachy	1.70	2300		Conference with M. Williams re: original documents to Mr. Buffa at Lehman (.2); prepare transmittal of consent and second amendment to Loan documents to Mr. Buffa (.2); review loan and mezz modification documents (.3); prepare preliminary closing binder index and send same to M. Williams for review (.5); revise same and send for 5 CD production (.5).
08/17/11	R. Barkachy	0.30	2300		Review and revise index (.2); send binder for 4 CD production (.1).
08/18/11	R. Barkachy	0.60	2300		Review CDs (.2); prepare transmittal of same to Mr. Buffa at Lehman (.2); 1 to files; assemble copies of documents to records (.2).
08/19/11	R. Barkachy	0.20	2300		Prepare Glendale Legacy Loan Modification CD to Mr. Buffa at Lehman and additional CDs to files/records (.2).
Total Hours		2.80			
Fee Amount					\$658.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
R. Barkachy	\$235.00	2.80	\$658.00
Totals		2.80	\$658.00

GLENDALE LOAN MODIFICATION

September 14, 2011

Matter: 21416248-0818  
Invoice No.: 1323187

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Document reproduction - 9 copies. @ \$0.10 per copy	0.90
	SUBTOTAL	0.90
	Total Disbursements	\$0.90
	Fee Total	\$ 658.00
	Disbursement Total	\$ 0.90
	Invoice Total	<u>\$ 658.90</u>

**SNR DENTON**

SNR Denton US LLP  
233 South Wacker Drive  
Suite 7800  
Chicago, Illinois 60606-6306

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JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS, INC.  
1271 SIXTH AVENUE  
38<sup>th</sup> FLOOR  
NEW YORK, NY 10020

September 14, 2011

**Invoice No. 1323020**

Client/Matter: 09807760-0011

RITZ KAPALUA

Payment Due Upon Receipt

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Total This Invoice \$ 68,576.50

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Account # 4064-5823  
Account Name: SNR Denton US LLP

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:  
L. White  
at 1 312 876 8000

**SNR DENTON**

SNR Denton US LLP  
 233 South Wacker Drive  
 Suite 7800  
 Chicago, Illinois 60606-6306

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JOELLE HALPERIN  
 LEHMAN BROTHERS HOLDINGS, INC.  
 1271 SIXTH AVENUE  
 38<sup>th</sup> FLOOR  
 NEW YORK, NY 10020

September 14, 2011

**Invoice No. 1323020**

Client/Matter: 09807760-0011

RITZ KAPALUA

## For Professional Services Rendered through August 31, 2011:

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Task</b>	<b>Narrative</b>
08/01/11	L. White	4.50	2300	Draft Assignment and Assumption of Ritz management agreement, Estoppel and SNDA (.3.5); various telephone conferences with Mark Daliere regarding same (.7); email correspondence with David Paulson regarding title insurance (.3).
08/01/11	M. Daliere	2.10	2300	Additional revisions to estoppel certificate (.6); telephone call with L. White regarding additional disclosures regarding Primary Agreement and changes with respect to assignment protocol (.6); review Primary Agreements regarding assignment issues and additional estoppel statements (.9).
08/01/11	R. Goetz	1.70	2300	Conference with L. White re: operating agreement issues (.2); transmittal with D. Paulsen re: existing title work/mortgage (.2); review revised title work/reconfiguration of legal description (1.0); revise operating agreement draft (.3).
08/02/11	R. Goetz	1.20	2300	Email correspondence with S. Stigliano re: open operating agreement questions (.2); prepare legal exhibit to operating agreement (1.0).
08/02/11	M. Daliere	0.30	2300	Revise Omnibus Assignment Agreement (.3).

RITZ KAPALUA

September 14, 2011

Matter: 09807760-0011  
Invoice No.: 1323020

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
08/02/11	L. White	3.00	2300	Review RCK Maui operating agreement (.3) and email correspondence with Rachel Goetz regarding same (.2); correspondence with David Paulson regarding new title policy (.5); review declarations (.8) and revise assignments (.7) and correspondence with Barry Sullivan regarding successor liability (.5).
08/03/11	L. White	2.50	2300	Review revised Estoppel Certificate (.5); telephone conferences with Mark Daliere regarding same (.2); telephone conference with John Nastasi regarding Ritz issues (.5); conference with Joelle Halperin regarding Ritz issues (.5); correspondence with David Paulson and Lehman team regarding title and transfer issues (.5); read title policy jacket regarding transferability of policy (.3).
08/03/11	M. Daliere	0.60	2300	Revise Estoppel Certificate (.6).
08/04/11	L. White	1.00	2300	Email correspondence with David Paulson regarding amendments to the condo management agreement and regarding title issues (.5); email correspondence with John Nastasi and Joelle Halperin and conference with Nan Molofsky regarding Ritz issues (.5).
08/05/11	L. White	1.80	2300	Telephone conference and email correspondence with Nan Molofsky regarding profit participation on asset management agreement and regarding operational issues (.7); review and revise Ritz estoppel, assignment and assumption (.4) and telephone conference with John Nastasi regarding same and regarding title issues (.4); correspondence with David Paulson regarding transfer issues (.3).

RITZ KAPALUA

September 14, 2011

Matter: 09807760-0011  
Invoice No.: 1323020

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
08/08/11	L. White	2.00	2300	Telephone conference with John Nastasi regarding Ritz documents (.5); revise same (.8); correspondence with Ritz regarding same (.2); correspondence with David Paulson regarding transfer issues (.5).
08/08/11	R. Goetz	1.30	2300	Conference with L. White re: legal description (.1); review mortgage (.5); revise legal description exhibit (.7).
08/09/11	L. White	1.70	2300	Telephone conference with Mark Daliere regarding Ritz documents (.2); revise asset management agreement (1.0); telephone conference with David Paulson regarding transfer issues and extension of time to close (.5).
08/09/11	M. Daliere	0.70	2300	Draft Omnibus Assignment Agreement (.7).
08/09/11	C. Lee	3.00	2300	Review and analyze issues regarding assignment of agreements, assumption of liabilities and estoppel certificate (1.2); review, analyze and revise Omnibus Assignment Agreement (1.8).
08/10/11	M. Daliere	0.30	2300	Telephone conference with A. Bertsch regarding Estoppel Certificate (.3).
08/10/11	L. White	0.80	2300	Review Omnibus Ritz Assignment and Assumption (.5); telephone conference with Mark Daliere regarding Ritz issues (.3).

RITZ KAPALUA

September 14, 2011

Matter: 09807760-0011  
Invoice No.: 1323020

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
08/11/11	L. White	4.30	2300	Telephone conference with Jackie Marcus and Joelle Halperin regarding Ritz documents and Ritz reaction to same (.5); conference call with Anne Bertsch (Ritz) and Mark Dalieri regarding Ritz documents (1.0); follow-up calls with Mark Dalieri regarding Ritz call (.5); prepare memo to Jackie Marcus, Joelle Halperin, Nan Molofsky, Patrick Mace, John Nastasi regarding conference call with Anne Bertsch and follow-up issues (1.5); email correspondence with Joelle Halperin and Jackie Marcus regarding memo; (.3); email correspondence with Nan Molofsky and Patrick Mace regarding operational issues (.5).
08/11/11	C. Lee	1.20	2300	Telephone call with A. Bertsch regarding Estoppel Certificate, Assignment and Assumption of Management Agreement and Subordination Non-Disturbance Agreement (1.2).
08/11/11	M. Dalieri	1.40	2300	Prepare for and participate in telephone call with A. Bertsch regarding estoppel certificate and assignment agreement; revisions to agreement (1.4).
08/12/11	L. White	0.30	2300	Email correspondence with Barry Sullivan (local counsel) regarding extension of date for transfer of title due to Ritz issues (.3).
08/15/11	L. White	4.00	2300	Telephone conference with Rachel Goetz and correspondence with David Paulson regarding legal description and title policy (.5); review memo regarding post transfer liability issues (.5); prepare for close and review open issues (1.2); revise asset management agreement (.5); review master declaration and assignment issues (1.0); review amended order confirming sale (.3).

RITZ KAPALUA

September 14, 2011

Matter: 09807760-0011  
Invoice No.: 1323020

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
08/16/11	L. White	1.50	2300	Telephone conference with Patrick Mace regarding asset management agreement, transfer issues, tax allocation issues, and annual report issues (1.0); prepare emails regarding same for Patrick to forward to appropriate parties (.5).
08/17/11	L. White	2.50	2300	Review local counsel motion regarding Hold Harmless Agreement (.5); review Hold Harmless Agreement (.5); draft email memo and correspondence to and with local counsel and Lehman regarding same (1.5).
08/18/11	L. White	1.50	2300	Draft memo regarding issues related to transfer (transfer tax, asset management agreement fee issues, condo issues, permit issues) (1.0); review revised documents from Anne Bertsch at Ritz (.5).
08/19/11	L. White	2.00	2300	Finalize memo regarding transfer issues (1.0); review revised SNDA estoppel assignment and assumption management agreement and collateral documents from Ritz (.7); telephone conference with David Paulson regarding Maui County wastewater filing (.3).
08/19/11	M. Daliere	3.80	2300	Review revised Hotel Management, Estoppel Certificate; License Agreement and Side Letters (3.8).
08/22/11	M. Daliere	1.10	2300	Review open issues with L. White (.3); revisions to memorandum regarding open issues (.8).
08/22/11	L. White	2.50	2300	Telephone conference with Julie Levitt regarding asset management agreement (.3); follow up email regarding same with Nan Molofsky, Patrick Mace and John Nastasi (.2); telephone conference with Mark Daliere regarding Ritz redrafts (.3); review revised Ritz documentation (1.5); correspondence with David Paulson regarding new title policy (.2).

RITZ KAPALUA

September 14, 2011

Matter: 09807760-0011  
 Invoice No.: 1323020

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
08/23/11	L. White	6.00	2300	Telephone conference with Mark Daliere regarding Ritz revisions to estoppel certificate (.8); review estoppel certificate, management agreement, SNDA, assignment, condo management agreement and collateral documents as revised by Ritz (4.5); correspondence with Jackie Marcus regarding SNDA (.2); correspondence with local counsel regarding hold harmless and extension of closing (.2); conference with Keith Londo regarding title and escrow close and related documents (.3).
08/23/11	K. Londo	1.30	2300	Review of updated Title Commitment and compare to original Loan Policy (1.3).
08/23/11	M. Daliere	5.10	2300	Review revised draft of Hotel Management Agreement (2.2); prepare extensive issues list regarding open issues under various documents (2.2); telephone call with L. White regarding open issues under estoppel certificate (.7).
08/24/11	M. Daliere	1.30	2300	Telephone call with L. White regarding changes to estoppel certificate and management agreement (1.0); revisions to issues list memorandum (.3).
08/24/11	K. Londo	2.30	2300	Review Title Report and Escrow Instructions (.5); conference with L. White regarding same (.5); follow-up with LBHI regarding Condo taxes and Demand Letter (.8); review open issues list prepared by L. White (.5).
08/24/11	L. White	2.30	2300	Telephone conference with Mark Daliere regarding Ritz documentation (1.0); follow-up regarding review of Ritz issues (.5); conference with Keith Londo regarding title and transfer issues (.5); email correspondence with Nan Molofsky, Patrick Mace and John Nastasi regarding Ritz open issues and project transfer issues (.3).

RITZ KAPALUA

September 14, 2011

Matter: 09807760-0011  
Invoice No.: 1323020

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
08/25/11	L. White	3.50	2300	Email correspondence with Julie Levitt regarding Gencom entity to act as asset manager (.3); review Gencom organizational chart (.2); prepare for and attend conference call with John Nastasi, Patrick Mace and Keith Londo regarding transfer tax, transfer issues, permits / licenses, asset management agreement issues (1.0); follow-up on transfer / title issues with Keith Londo (.3); review revised order and judgment confirming rate and correspondence with David Paulson regarding same (.2); review and revise Ritz open issues list (1.5).
08/25/11	K. Londo	2.80	2300	Follow-up with local counsel relating to title and transfer taxes (.7); prepare for and participate in conference call with LBHI and L. White regarding other open issues (1.3); correspondence regarding Escrow Agreement and other Closing documents (.8).
08/25/11	M. Daliere	4.80	2300	Review notes and draft estoppel certificate to prepare for call with Marriott Counsel (.6); telephone call with A. Bertsch regarding comments to estoppel certificate (1.6); revisions to open issues list incorporating comments from telephone call with A. Bertsch (1.8); e-mails to and from J. Nastasi regarding short form Asset Management Agreement and identify appropriate document for use in connection with Replay oversight (.5); e-mails to and from A. Bertsch and J. Nastasi regarding insurance contacts (.3).
08/26/11	M. Daliere	0.30	2300	Review revised open issues list and telephone call with L. White regarding same (.3).

RITZ KAPALUA

September 14, 2011

Matter: 09807760-0011  
Invoice No.: 1323020

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
08/26/11	L. White	3.00	2300	Revise Ritz open issues list in light of Ritz documents (2.0); telephone conference with Mark Daliere regarding same (.3); review examples for calculation of Gencom's AMA profit participation (.7).
08/30/11	K. Londo	0.80	2300	Conference call regarding open due diligence matters with L. White, Nan Molofsky, Patrick Mace and John Nastasi (.8).
08/30/11	M. Daliere	2.60	2300	Prepare for and participate in telephone conference with N. Molofsky and Lehman team regarding open issues under Marriott documents (1.4); begin making changes to documents (1.2).
08/30/11	L. White	6.20	2300	Prepare for and attend several conference calls with Lehman and SNR Denton teams regarding Ritz documents, asset management agreement and transfer issues (4.0); follow-up on transfer, asset management and documentation issues from various calls (2.2).
08/30/11	R. Brice	0.40	2300	Conference w/L. White re: background status of Ritz Management Agreement and potential labor liability based on Union Agreements (.3); review e-mails re: same (.1).
08/31/11	M. Daliere	1.40	2300	Telephone call with L. White regarding provisions of Asset Management Agreement (.5); review issues regarding payment of license fee within prescribed period of time (.4); e-mail to L. White regarding modifications to terms of Residential Marketing License Agreement (.2); work on issues regarding second Asset Management Agreement (.3).

RITZ KAPALUA

September 14, 2011

Matter: 09807760-0011  
 Invoice No.: 1323020

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
08/31/11	C. Lee	2.00	2300	Prepare draft of Replay Asset Management Agreement (1.4); review, analyze and work on issues in Residential Condominium License and Development Agreement regarding term, unsold unit royalty fee and regarding-sale royalty fee (.6).
08/31/11	L. White	2.20	2300	Telephone conference with Mark Daliere regarding drafting of Replay agreement to supervise Gencom and regarding underlying documents (.5); telephone conference with Nan Molofsky regarding transfer tax issues (.2); review CC&R's regarding resale fees (.3); email correspondence with Nan Molofsky regarding Ritz fee upon resale of units (.4); review correspondence regarding Hayes purchase money notes (.3); telephone conference with Roger Brice regarding employment / pension issues (.3); correspondence with David Paulson regarding transfer documents (.2).
08/31/11	R. Brice	1.30	2300	Analyze labor agreements as to potential liability related to the new management agreement and any potential issues upon sale of the property (1.0); conference w/L. White and F. VanderPloeg re: same (.3).
Total Hours		104.20		
Fee Amount				\$68,460.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	59.10	\$41,665.50
M. Daliere	\$675.00	25.80	\$17,415.00
R. Brice	\$695.00	1.70	\$1,181.50
K. Londo	\$525.00	7.20	\$3,780.00

RITZ KAPALUA

September 14, 2011

Matter: 09807760-0011  
Invoice No.: 1323020

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
R. Goetz	\$550.00	4.20	\$2,310.00
C. Lee	\$340.00	<u>6.20</u>	<u>\$2,108.00</u>
Totals		104.20	\$68,460.00

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
5/24/2011	Miscellaneous Hard -- CONFERENCE CALL	14.26
6/9/2011	Miscellaneous Hard -- CONFERENCE CALL	20.58
6/20/2011	Miscellaneous Hard -- CONFERENCE CALL	61.64
6/30/2011	Miscellaneous Hard -- CONFERENCE CALL	16.11
7/12/2011	Miscellaneous Hard -- CONFERENCE CALL	3.91
		SUBTOTAL
		116.50
	Total Disbursements	\$116.50

Fee Total	\$	68,460.00
Disbursement Total	\$	116.50
		<hr/>
Invoice Total	\$	<u>68,576.50</u>

**SNR DENTON**

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JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS INC.  
1217 SIXTH AVENUE, 38TH FLOOR  
NEW YORK, NY 10020  
USA

September 14, 2011

**Invoice No. 1323025**

Client/Matter: 09807760-0030

BANKRUPTCY (POST-PETITION WORK)

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Questions relating to this invoice should be directed to:  
L. White  
at 1 312 876 8000



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JOELLE HALPERIN  
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1217 SIXTH AVENUE, 38TH FLOOR  
NEW YORK, NY 10020  
USA

September 14, 2011

Invoice No. 1323025

Client/Matter: 09807760-0030

BANKRUPTCY (POST-PETITION WORK)

For Professional Services Rendered through August 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
08/05/11	L. White	0.50	4600	Follow-up regarding fee statements (.5).
08/05/11	L. Bechutsky	0.70	4600	Attention to status of First and Second Fee Applications and May and June fee statements (.4); correspondence with L. White re same (.1); correspondence with Godfrey Kahn re same (.2).
08/08/11	L. Bechutsky	0.50	4600	Revise fee statement (.5).
08/09/11	L. Bechutsky	1.90	4600	Revise fee statement (1.9).
08/10/11	L. Bechutsky	1.30	4600	Revise fee statement (1.3).
08/15/11	L. Bechutsky	1.40	4600	Review and respond to Fee Application objection (1.4).
08/16/11	L. Bechutsky	0.50	4600	Review and respond to Fee Application objection (.5).
08/17/11	L. Bechutsky	0.40	4600	Revise fee statement (.4).
08/19/11	L. Bechutsky	1.80	4600	Revise fee statement (1.8).
08/22/11	D. Pisciotta	0.40	4600	Review September budgets and transmit same to committee (.4).
08/25/11	L. White	0.50	4600	Telephone conference with Hugh McDonald regarding Godfrey and Kahn response to First and Second Fee Apps and walk through and discuss exceptions (.5).
08/26/11	D. Pisciotta	1.70	4600	Review committee objections to first fee app and fee procedures order in preparation for next fee application (.9); draft outline for H.M. teleconference with counsel to fee committee (.6); conference with H.M. regarding same (.2).

BANKRUPTCY (POST-PETITION WORK)

September 14, 2011

Matter: 09807760-0030  
Invoice No.: 1323025

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
08/26/11	H. McDonald	0.50	4600	Review memo regarding Fee Committee's objections (.3); office conference with DP regarding memo and responses (.2).
08/30/11	D. Pisciotta	0.80	4600	Review and revise fee statements per 4th interim order (.8).
Total Hours		12.90		
Fee Amount				\$6,010.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	1.00	\$705.00
H. McDonald	\$845.00	0.50	\$422.50
L. Bechutsky	\$455.00	8.50	\$3,867.50
D. Pisciotta	\$350.00	2.90	\$1,015.00
Totals		12.90	\$6,010.00

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/6/2011	Delivery FedEx Airbill #794931354358 07/06/11 Delivery to 1 E Main St, MADISON, WI	12.36
7/6/2011	Delivery FedEx Airbill #794931355803 07/06/11 Delivery to 33 Whitehall St Fl 22, NEW YORK CITY, NY	11.65
7/6/2011	Delivery FedEx Airbill #794931357184 07/06/11 Delivery to 1271 Avenue Of The America NEW YORK CITY, NY	11.65
7/6/2011	Delivery FedEx Airbill #797262139281 07/06/11 Delivery to 767 5th Ave Fl Conc1, NEW YORK CITY, NY	11.65
7/6/2011	Delivery FedEx Airbill #797262140609 07/06/11 Delivery to 1 Chase Manhattan Plz Fl 4 NEW YORK CITY, NY	11.65
7/6/2011	Delivery FedEx Airbill #794931348374 07/06/11 Delivery to 115 S 15th St Ste 400, RICHMOND, VA	11.65

BANKRUPTCY (POST-PETITION WORK)

September 14, 2011

Matter: 09807760-0030  
Invoice No.: 1323025

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/19/2011	Delivery FedEx Airbill #794985355836 07/19/11 Delivery to 450 S State St, SALT LAKE CITY, UT	10.76
		SUBTOTAL
		81.37
	Total Disbursements	\$81.37

Fee Total	\$ 6,010.00
Disbursement Total	\$ 81.37
Invoice Total	<u>\$ 6,091.37</u>

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JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS, INC.  
1271 SIXTH AVENUE  
38TH FLOOR  
NEW YORK, NY 10020

September 14, 2011

**Invoice No. 1323022**

Client/Matter: 09807760-0021

LIFESTYLE DEVELOPMENT, LP

Payment Due Upon Receipt

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Total This Invoice	\$	2,354.68
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Account # 4064-5823  
Account Name: SNR Denton US LLP

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Questions relating to this invoice should be directed to:  
L. White  
at 1 312 876 8000

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233 South Wacker Drive  
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Chicago, Illinois 60606-6306

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JOELLE HALPERIN  
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September 14, 2011

**Invoice No. 1323022**

Client/Matter: 09807760-0021

LIFESTYLE DEVELOPMENT, LP

For Professional Services Rendered through August 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
08/03/11	R. Goetz	0.30	2300	Email correspondence with L. Struss re: MT DMV liens (.3).
08/16/11	L. White	0.50	2300	Telephone conference with Patrick Mace regarding future sale of Bristol Bay Lodge (.3); follow-up telephone conference with Bob Fernandez regarding same (.2).
08/19/11	R. Goetz	0.30	2300	Teleconference with B. Kraft re: Alaska open matters (.3).
08/23/11	R. Goetz	1.00	2300	Teleconference re: status on outstanding post-closing items (.6); conference with R. Fernandez re: liquor license issues (.4).
08/24/11	R. Goetz	0.30	2300	Email correspondence to C. Accione re: MT lien releases (.3).
08/30/11	L. White	0.20	2300	Conference with Bob Fernandez regarding Merlin sale of management company (.2).
08/31/11	R. Goetz	0.50	2300	Email correspondence to L. Struss re: lien release (.1); review corporate filings (.4).
<b>Total Hours</b>		<b>3.10</b>		
<b>Fee Amount</b>				<b>\$1,813.50</b>

LIFESTYLE DEVELOPMENT, LP

September 14, 2011

Matter: 09807760-0021  
Invoice No.: 1323022

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	0.70	\$493.50
R. Goetz	\$550.00	2.40	\$1,320.00
Totals		3.10	\$1,813.50

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/30/2011	Delivery FedEx Airbill #794930069264 06/30/11 Delivery to 265 Franklin St Fl 8, BOSTON, MA	14.13
7/15/2011	Delivery FedEx Airbill #797310435360 07/15/11 Delivery to 1271 Avenue Of The America NEW YORK CITY, NY	9.55
	SUBTOTAL	23.68
	Specialized Document Processing Services	517.50
	SUBTOTAL	517.50
	Total Disbursements	\$541.18

Fee Total	\$ 1,813.50
Disbursement Total	\$ 541.18
Invoice Total	<u>\$ 2,354.68</u>

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1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
NEW YORK, NY 10020

October 12, 2011

**Invoice No. 1330323**

Client/Matter: 21416248-0867

Adams Mark

Payment Due Upon Receipt

Lehman Contact: Thomas Buffa

Total This Invoice	\$	10,018.40
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Questions relating to this invoice should be directed to:

M. Williams  
at 1 212 768 6700

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 ACCOUNTING DEPT.  
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 NEW YORK, NY 10020

October 12, 2011

**Invoice No. 1330323**

Client/Matter: 21416248-0867

Adams Mark

For Professional Services Rendered through September 30, 2011:

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Task</b>	<b>Activity</b>	<b>Narrative</b>
09/01/11	B. Gross	0.30	2300		Conference call with Mr. Buffa (.2); call with H. McDonald (.1).
09/01/11	H. McDonald	1.00	2300		Telephone call with B. Gross regarding UCC foreclosure, guaranty action and strategy (.1); review memo regarding enforcement possibilities (.7); email memo regarding UCC remedy issue (.2).
09/02/11	H. McDonald	0.50	2300		Review of joinder and loan documents for conference call with Mr. Buffa and B. Gross (.5).
09/06/11	H. McDonald	2.10	2300		Review documents and UCC memo for conference call with Mr. Buffa and B. Gross (1.2); conference call with Mr. Buffa and B. Gross regarding strategic UCC foreclosure and suit on guaranty (.6); telephone call with B. Gross regarding notice of acceleration (.3).
09/07/11	H. McDonald	1.10	2300		Telephone call with B. Gross regarding acceleration and demand notice (.4); review loan documents and prior notices (.4); office conference with D. Pisciotta regarding loan and draft of notice (.3).
09/07/11	B. Gross	0.80	2300		Conference call with Mr. Buffa (.3); teleconference with H. McDonald re: acceleration and demand notice (.4); due diligence (.1).
09/07/11	D. Pisciotta	1.40	2300		Conference with H. McDonald regarding acceleration (.3) review loan documents and draft notice of default (1.1).

Adams Mark

October 12, 2011

Matter: 21416248-0867  
Invoice No.: 1330323

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
09/08/11	B. Gross	1.70	2300		Draft demand letter (.4); correspondence with Mr. Buffa (.4); meet with H. McDonald (.7); due diligence (.2).
09/08/11	H. McDonald	1.70	2300		Revise acceleration letter to Adams (.6); office conference with B. Gross regarding acceleration letter (.3); office conference with B. Gross regarding Adams proof of claim and set-off issue (.4); review Adams claim and correspondence (.2); draft email memo regarding set-off issue (.2).
09/09/11	H. McDonald	1.60	2300		Telephone call with B. Gross regarding Adams claim and set-off issue (.6); review memo from M. Williams on set-off issue (.5); review of loan documents for set-off issue and waiver (.5).
09/12/11	H. McDonald	0.80	2300		Telephone call with B. Gross regarding waiver and set-off issue (.3); office conference with D. Pisciotta regarding research on waiver and set-off issue (.2); emails regarding timing of default and notices (.3).
09/12/11	B. Gross	0.50	2300		Conference call with Mr. Buffa (.3); due diligence (.2).
Total Hours		13.50			
Fee Amount					\$10,016.50

#### TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
B. Gross	\$625.00	3.30	\$2,062.50
H. McDonald	\$845.00	8.80	\$7,436.00
D. Pisciotta	\$370.00	1.40	\$518.00
Totals		13.50	\$10,016.50

Adams Mark

October 12, 2011

Matter: 21416248-0867  
Invoice No.: 1330323

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Document reproduction - 19 copies @ \$0.10 per page	1.90
	SUBTOTAL	1.90
	Total Disbursements	\$1.90

Fee Total	\$	10,016.50
Disbursement Total	\$	1.90
Invoice Total	\$	<u>10,018.40</u>

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NEW YORK, NY 10020

October 12, 2011

**Invoice No. 1330322**

Client/Matter: 21416248-0866

Irvine Office Portfolio

Payment Due Upon Receipt

Lehman Contact: Thomas Buffa

Total This Invoice	\$	750.00
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Questions relating to this invoice should be directed to:

M. Williams  
at 1 212 768 6700

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October 12, 2011

**Invoice No. 1330322**

Client/Matter: 21416248-0866

Irvine Office Portfolio

For Professional Services Rendered through September 30, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
09/06/11	B. Gross	1.00	2300		Conference call with client (.5); meet with H. McDonald re: diligence (.2); due diligence (.3).
09/13/11	B. Gross	0.20	2300		Due diligence (.2).
Total Hours		1.20			
Fee Amount					\$750.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
B. Gross	\$625.00	1.20	\$750.00
Totals		1.20	\$750.00

Fee Total \$ 750.00

Invoice Total \$ 750.00

**SNR DENTON**

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October 12, 2011

**Invoice No. 1330320**

Client/Matter: 21416248-0824

John Hancock C-Note Participation

Payment Due Upon Receipt

Lehman Contact: Edwin Siddons

Total This Invoice	\$	8,980.40
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 Account # 4064-5823  
 Account Name: SNR Denton US LLP

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Questions relating to this invoice should be directed to:

M. Williams  
 at 1 212 768 6700

LEHMAN BROTHERS HOLDINGS, INC.  
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October 12, 2011

**Invoice No. 1330320**

Client/Matter: 21416248-0824

John Hancock C-Note Participation

For Professional Services Rendered through September 30, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
09/06/11	M. Lyons	0.30	2300		Email correspondence with Mr. Siddons and M. Williams regarding debt stack.
09/12/11	M. Williams	2.00	2300		Review memo regarding rights in debt stack, related underlying documents (1.0), telephone conference with Messrs. Siddons, Zachowitz, M. Lyons regarding LCPI rights in debt stack, sequence of events and priority of purchase rights on maturity default(1.0)
09/12/11	M. Lyons	1.50	2300		Review Hancock Center memo (.3); conference call with representatives of Lehman and M. Williams regarding Hancock Center (1.0); follow up conversations with M. Williams regarding same (.2).
09/14/11	M. Lyons	3.80	2300		Prepare memorandum relating to time line for exercising purchase rights (3.0); review relevant provisions of underling documents relating to same (.8).
09/15/11	M. Lyons	1.10	2300		Conferences and emails with M. Williams regarding time line memorandum (.1); review relevant provisions of underlying documents (.9); conference with S. Haber regarding the same (.1).
09/15/11	M. Williams	1.00	2300		Review memo regarding timeline for purchasing senior loan by junior C note participant (.8), office conference with M. Lyons regarding revisions (.1), distribute to Mr. Siddons (.1).

John Hancock C-Note Participation

October 12, 2011

Matter: 21416248-0824  
Invoice No.: 1330320

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
09/16/11	M. Williams	1.30	2300		Telephone conference with M. Lyons (.3), review intercreditor memo (.8), office conference with M. Lyons, P. Mignone regarding same (.2).
09/16/11	M. Lyons	1.50	2300		Revise time line memorandum (1.0); conferences and emails with M. Williams regarding same (.5)
09/28/11	M. Lyons	0.60	2300		Conference with Mr. Siddons regarding purchase option timeline (.3); review related provisions of underlying documents (.3).
Total Hours		13.10			
Fee Amount					\$8,980.00

#### TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	4.30	\$3,612.00
M. Lyons	\$610.00	8.80	\$5,368.00
Totals		13.10	\$8,980.00

#### DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Document reproduction - 4 copies @ \$0.10 per pg.	0.40
	SUBTOTAL	0.40
	Total Disbursements	\$0.40

Fee Total	\$	8,980.00
Disbursement Total	\$	0.40
Invoice Total	\$	<u>8,980.40</u>

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 NEW YORK, NY 10020

October 12, 2011

**Invoice No. 1330321**

Client/Matter: 21416248-0838

Review of Future Funding Obligations

Payment Due Upon Receipt

Lehman Contact: Thomas Buffa

Total This Invoice	\$	3,780.30
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Questions relating to this invoice should be directed to:  
 M. Williams  
 at 1 212 768 6700

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 ACCOUNTING DEPT.  
 1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
 NEW YORK, NY 10020

October 12, 2011

**Invoice No. 1330321**

Client/Matter: 21416248-0838

## Review of Future Funding Obligations

For Professional Services Rendered through September 30, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
09/15/11	M. Williams	3.00	2300		Review all corporate loan documents for future funding obligations/guarantees (2.5), prepare loan document summary chart (.4), email re: same to Mr. Buffa (.1).
09/16/11	M. Williams	1.50	2300		Review and finalize future funding memo (1.4), distribute same to Mr. Buffa (.1).
Total Hours		4.50			
Fee Amount					\$3,780.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	4.50	\$3,780.00
Totals		4.50	\$3,780.00

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Document reproduction - 3 copies @ \$0.10 per page	0.30
	SUBTOTAL	0.30
	Total Disbursements	\$0.30

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NEW YORK, NY 10020

October 12, 2011

Client/Matter #: 21416248-0838

BANKRUPTCY (POST-PETITION WORK)

Fee Total	\$	3,780.00
Disbursement Total	\$	0.30
Invoice Total	\$	<u>3,780.30</u>

Questions should be directed to:  
M. Williams  
at 1 212 768 6700

Federal Tax I.D. Number 36-1796730

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JOELLE HALPERIN  
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October 24, 2011

**Invoice No. 1334343**

Client/Matter: 09807760-0011

RITZ KAPALUA

Payment Due Upon Receipt

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at 1 312 876 8000

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October 24, 2011

**Invoice No. 1334343**

Client/Matter: 09807760-0011

RITZ KAPALUA

For Professional Services Rendered through October 17, 2011:

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Task</b>	<b>Narrative</b>
09/01/11	C. Lee	2.00	2300	Prepare initial draft of Replay Asset Management Agreement (2.0).
09/01/11	L. White	3.80	2300	Revise asset management agreement (2.5); various emails with Nan Molofsky and Patrick Mace regarding calculation of profit participation under asset management agreement (.5); correspondence with David Paulson regarding closing issues (.5); review Jackie Marcus' comments on Ritz estoppel (.3).
09/01/11	M. Daliere	6.60	2300	Revise drafts of Estoppel Certificate, Third Amended and Restated Management Agreement, Assignment and Assumption of Third Amended and Restated Management Agreement, Amendment to Residential Condominium License and Development Agreement, Amendment to Condominium Management Agreement, Side Letter regarding Assignability of License Agreement and Side Letter regarding Insurance (6.2); e-mail to and from G. Lake regarding questions and comments regarding same (.3); prepare e-mail regarding revised documents (.1).
09/01/11	F. VanderPloeg	0.50	2300	Review collective bargaining agreement (.5).
09/02/11	F. VanderPloeg	3.30	2300	Investigate Local 142 "Reserve Fund" (1.5), locate Form 5500 for Hotel Industry-ILWU Fund and notice of critical status for plan (.5), draft reply regarding Plan (1.3).

RITZ KAPALUA

October 24, 2011

Matter: 09807760-0011  
 Invoice No.: 1334343

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
09/02/11	M. Daliere	0.90	2300	Prepare additional changes to Estoppel Certificate (.9).
09/06/11	M. Daliere	1.20	2300	Review and revise Asset Management Agreement (.9); telephone call with L. White regarding alternative approaches to drafting oversight agreement (.3).
09/06/11	L. White	4.50	2300	Review emails and conference with Roger Brice and Frank VanderPloeg regarding collective bargaining agreement and pension issues (.7); review Marriott Hawaii Litigation regarding comparable SNDA and management agreement issues (1.5); telephone conference with Mark Daliere (.3) and email correspondence with Nan Molofsky regarding Replay supervisory agreement (.2); revise asset management agreement (.8); correspondence to Nan Molofsky, Patrick Mace and John Nastasi regarding asset management agreement (.5); prepare list of open issues for Julie Levitt (.3); correspondence with Keith Londo and David Paulson regarding closing documents (.2).
09/06/11	F. VanderPloeg	2.00	1400	Review and revise e-mail on Kapalua Hilton on ILWU "Reserve Fund" (1.0); investigate and respond to L. White follow-up questions on significance of "critical" status (1.0).
09/06/11	R. Brice	0.50	2300	Review e-mail re: potential unfunded pension liability (.3); conference w/L. White and F. VanderPloeg re: same (.2).
09/06/11	R. Goetz	0.50	2300	Review of authority request/W-9/legal description (.3); conference with K. Londo re: authority issues (.2).

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October 24, 2011

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
09/07/11	K. Londo	2.80	2300	Review of Local Counsel Closing checklist and compare same to SNR Closing checklist (1.1); review title and related documents (.1); review of condo declarations (1.1), correspondence with L. White regarding same (.5).
09/07/11	L. White	2.00	2300	Telephone conference and email correspondence with Julie Levitt at Gencom regarding asset management agreement and transfer / closing matters (1.0); follow-up with Keith Londo regarding transfer / closing matters (.5); correspondence with John Nastasi and Nan Molofsky regarding asset management agreement (.5).
09/07/11	M. Daliere	0.80	2300	Prepare Asset Management Oversight Agreement (.4); review union/pension estoppel issues (.4).
09/07/11	C. Lee	0.20	2300	Review and analyze issues regarding Replay Asset Management Agreement (.2).
09/08/11	C. Lee	1.50	2300	Review, analyze and revise Replay Asset Management Oversight Agreement (.7); review and analyze issues regarding insurance and property insurance side letter (.3); review and analyze issues regarding various Side Letters (.5).
09/08/11	M. Daliere	4.20	2300	Further revisions to Side Letter regarding Assignability of License Agreement, Assignment and Assumption of Third Amended and Restated Management Agreement (3.4); telephone call with L. White regarding comments to documents (.5); review issues regarding additional side letters (.3).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
09/08/11	L. White	5.00	2300	Conference with Keith Londo regarding closing / transfer matters (.8); review revised Ritz documentation (1.7); telephone conference (.5) and email correspondence (.5) with Mark Dalieri regarding comments on Ritz documentation; conference call with Nan Molofsky, Patrick Mace and John Nastasi regarding asset management agreement issues and transfer issues (1.0); follow up regarding same with David Paulson and Keith Londo (.5).
09/08/11	K. Londo	3.80	2300	Review declarations and by-Laws regarding ability to vote and replace directors (2.5); email correspondence regarding Closing checklists (.7); review and e-mail correspondence regarding title and Closing matters (.6).
09/08/11	R. Goetz	0.50	2300	Conference with K. Londo regarding organizational documents and consent (.2); conference with L. White regarding consent (.1); correspondence to S. Stigliano regarding operating agreement (.1); review of D. Paulsen correspondence regarding title/consents (.1).
09/09/11	R. Goetz	0.20	2300	Correspondence to S. Stigliano regarding operating agreement draft (.2)
09/09/11	L. White	1.70	2300	Telephone conference with John Nastasi regarding Ritz documents (.2); review revised Ritz documents (.5); review transfer documents (.5); review Replay Oversight Agreement (.5).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
09/09/11	M. Daliere	2.90	2300	Revise Ritz documents (Third Amended and Restated Management Agreement, Estoppel Certificate, Amendment to Condominium Management Agreement, Assignment and Assumption of Management Agreement, and related Side Letters) (1.3); revise Asset Management Oversight Agreement (1.4); e-mails to and from L. White regarding same (.2).
09/09/11	C. Lee	1.20	2300	Revise Replay Asset Management Oversight Agreement (1.2).
09/12/11	L. White	1.50	2300	Review Replay Supervisory Agreement (.8); telephone conference with Patrick Mace regarding Karim's asset management agreement profit participation (.5); review estoppels in light of information furnished by Gencom (.2).
09/12/11	K. Londo	0.50	2300	Email correspondence with local counsel and R. Goetz regarding legal description and Closing matters (.5).
09/12/11	R. Goetz	0.20	2300	Transmittal to S. Stigliano regarding resolutions (.2).
09/13/11	K. Londo	3.80	2300	Email correspondence regarding Estoppels for Declarations (1.7); revise same (1.1); review assignments of Notes and Closing related matters (1.0).
09/13/11	L. White	2.50	2300	Telephone conference with Nan Molofsky regarding Replay Supervisory Agreement, transfer issues and estoppels (.5); mark-up Replay agreement with comments (.5); correspondence with Anne Bertsch regarding permits (.5); review and revise estoppels (.5); conference with Keith Londo regarding estoppels (.3); correspondence with David Paulson regarding title/closing issues (.2).
09/13/11	C. Lee	0.30	2300	Revise Replay Asset Management Oversight Agreement (.3).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
09/14/11	K. Londo	5.80	2300	Review Hayes Promissory Notes and Mortgages (1.9), Review Escrow Agreements (1.1); drafts of Closing documents and other Closing related matters (2.5), conference with L. White regarding promissory notes (.3).
09/14/11	L. White	1.00	2300	Conference with Keith Londo regarding assignment of 2 condo notes and mortgages (.3); correspondence with Nan Molofsky regarding delinquent payment on condo mortgage notes (.4); email correspondence with David Paulson regarding closing documents and motion to extend closing date past bankruptcy court approval of management agreement and SNDA (.3).
09/15/11	M. Daliere	1.20	2300	Review changes regarding Replay Asset Management Oversight Agreement and e-mail to counsel regarding same (.3); follow up call regarding comments to Replay agreement (.3); review issues regarding FF&E Reserve for individual units and correspondence regarding same (.6).
09/15/11	C. Lee	0.50	2300	Review and analyze issues in Replay Asset Management Oversight Agreement (.2); revise Replay Asset Management Oversight Agreement (.3).
09/15/11	K. Londo	5.30	2300	Review and revise Escrow Instructions (3.2); correspondence regarding Promissory Notes (1.1); review Closing documents (1.0).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
09/15/11	L. White	3.50	2300	Review transfer documents (.5); correspondence and telephone conference with David Paulson, Jackie Marcus and Nan Molofsky regarding court approval of Ritz documents and extension of closing (1.0); review questions regarding SMA permits (.2); conference with Keith Londo regarding transfer documents and SMA permits (.5); various telephone conferences and email correspondence with Nan Molofsky and Mark Daliere regarding Hayes purchase money notes (.5); review and revise revised Replay agreement (.8).
09/16/11	L. White	0.30	2300	Email correspondence with David Paulson regarding closing documents (.3).
09/16/11	M. Daliere	0.70	2300	Revise Assignment documents (.7).
09/16/11	C. Lee	0.10	2300	Review and analyze issue regarding assignment of Golf Use and Access Agreement (.1).
09/16/11	K. Londo	1.80	2300	Review conveyance documents and comment on same (.9); email correspondence with D. Paulson regarding same (.9).
09/19/11	K. Londo	0.80	2300	Correspondence with local counsel regarding conveyance documents (.5), Closing due diligence (.3).
09/19/11	M. Daliere	0.90	2300	E-mails to and from A. Bertsch regarding changes to Ritz documents and prepare for call with A. Bertsch (.9).
09/19/11	L. White	1.00	2300	Email correspondence with David Paulson regarding SMA use permits (.3); review assignment documents (.4); email comments regarding same to Lehman team and local counsel (.3).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
09/20/11	L. White	1.50	2300	Telephone conference with Nan Molofsky regarding preparation of list of assigned contracts, leases, permits (.2); review memo summarizing status of Ritz documents (.3); review and revise draft motion to be filed in Hawaii court extending closing date (.5); review SMA permits and correspondence with Lehman team regarding assigning same (.3); review final estoppels (.2).
09/20/11	M. Daliere	1.90	2300	Telephone conference with A. Bertsch regarding changes to various outstanding documents (.8); prepare e-mail summary regarding same (1.1).
09/20/11	K. Londo	0.80	2300	Review Declaration Estoppels (.5) and other correspondence regarding Closing documents (.3).
09/21/11	K. Londo	0.80	2300	Review and revise estoppel certificates (.5), review C of O's and SMA permits (.3).
09/21/11	L. White	2.70	2300	Email correspondence with Gencom team regarding estoppels (.4); email correspondence with Weil and Lehman teams and Mark Daliere regarding bankruptcy court approval of amended SNDA, filing SNDA with bankruptcy court under seal, timing issues and remaining Ritz comments (1.5); conference with Keith Londo and Lehman team regarding tax allocations and maintenance assessments for closing and title policy and regarding closing documents (.8).
09/21/11	M. Daliere	0.40	2300	E-mails to and from A. Bertsch regarding filing documents under seal (.2); revise e-mail regarding summary of open issues under Marriott documents (.2).
09/22/11	M. Daliere	0.40	2300	E-mails to and from A. Bertsch and L. White regarding filing documents under seal and open issues with respect to Marriott Documents (.4).

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09/22/11	L. White	1.80	2300	Conference with Keith Londo regarding closing documents and estoppels (.5); correspondence with Blythe Edwards and David Paulson regarding SMA permits (.5); correspondence with Jackie Marcus regarding bankruptcy court approval of Amended SNDA (.4); review Time Share Declaration regarding assignment of same (.4).
09/22/11	K. Londo	2.30	2300	Email correspondence regarding closing due diligence (.9); review SMA Permits, C of O's, Declarations and Estoppels (1.4).
09/23/11	L. White	2.00	2300	Correspondence with Blythe Edwards, David Paulson and Keith Londo regarding closing documents and estoppels and SMA permits (.3); correspondence with Lehman team regarding Ritz open issues (.2); review Commissioner's motion for additional costs (.3) and correspondence with local counsel regarding same (.2); correspondence with Lehman team regarding Replay agreement, Gencom agreement, tenant estoppels, Hayes notes (.8); correspondence with Michael Coyle regarding Replay Agreement (.2).
09/23/11	K. Londo	1.80	2300	Correspondence regarding title diligence with local counsel (.7); email correspondence with Blythe regarding Declaration Estoppels, Assignment of Notes (1.0), work on Closing matters (.1).
09/26/11	K. Londo	2.30	2300	Correspondence with B. Edwards regarding Estoppels, SMA Permits, Title related Affidavit (1.7); conference with L. White regarding Declarations (.3) and ML&P response to Estoppels (.3).

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09/26/11	M. Daliere	0.60	2300	Telephone conference with N. Molofsky and L. White regarding comments to Marriott documents (.4); telephone calls and e-mail to A. Bertsch (.2).
09/26/11	L. White	2.30	2300	Conference call with Nan Molofsky, Patrick Mace and Mark Daliere regarding open Ritz issues (.5); email correspondence with Jackie Marcus and Jennifer Ganesh regarding bankruptcy motion for Ritz documents (.7); email correspondence with Nan Molofsky regarding Gencom asset management agreement (.2); revise same to add insurance provisions (.4); email correspondence with Gencom team and local counsel regarding estoppels and SMA permits (.2); review Replay's comments on supervisory oversight agreement (.3).
09/27/11	L. White	3.50	2300	Various telephone conferences with Nan Molofsky regarding Maui Land and Pineapple issues, filing of bankruptcy court motion regarding Ritz documents and Replay's comments on oversight agreement (.7); revise Reply agreement (.5); revise Gencom agreement (1.2); telephone conference with David Lamb at Milbank (.5); correspondence with Weil regarding bankruptcy motion for approval of revised Ritz documents (.3); telephone conference with Mark Daliere regarding Ritz documents and his telephone conference with Anne Bertsch of Ritz (.3).
09/27/11	M. Daliere	1.20	2300	Telephone call with A. Bertsch regarding outstanding comments on Marriott documents (.5); follow up on open issues with L. White (.3); e-mail to A. Bertsch regarding revised documents (.2); Review revised agreements (.2).
09/27/11	K. Londo	0.50	2300	Review correspondence related to Estoppels and SMA Permits (.5).

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09/28/11	M. Daliere	3.60	2300	Review and comment on revised Marriott documents (1.5); prepare memorandum regarding open issues under Marriott documents (1.8); follow up telephone call with A. Bertsch regarding true up concept (.3).
09/28/11	K. Londo	0.80	2300	Correspondence with L. White and local counsel regarding Estoppels and Declarations (.8).
09/28/11	L. White	2.60	2300	Review revised Ritz documents (.5); telephone conference with Mark Daliere regarding same (.5); revise Gencom asset management agreement (.5); correspondence with Lehman team regarding same (.3); revise Replay agreement (.3); correspondence and telephone conference with Yoav Olund at Replay regarding same (.5).
09/29/11	M. Daliere	1.10	2300	Prepare letter (.3); prepare Omnibus Assignment Agreement (.3); telephone to and from A. Bertsch regarding finalizing documents and timing for Bankruptcy Court filings (.2); revisions to memorandum regarding open issues (.3).
09/30/11	M. Daliere	2.80	2300	Revise Omnibus Assignment Agreement (.9); review and comment on Marriott Side Letter (.3); e-mails regarding Omnibus Assignment Agreement, Golf Course Use Agreement, and Marriott Side Letter (.3); e-mails regarding title report and final conforming changes (.2); review Assignment of Golf Course Use Agreement (.5); review issues regarding documents and e-mails regarding same (.3); telephone call with A. Bertsch regarding finalizing documents (.3).
09/30/11	K. Londo	1.50	2300	Correspondence with L. White regarding open due diligence issues (.5); review and comment on Title Commitment (1.0).

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09/30/11	L. White	5.00	2300	Review Hawaii court order extending time to close (.5); review revised Ritz documents (3.0); coordinate comments regarding revised Ritz documents and regarding transfer of title and closing with Mark Daliere and Keith Londo (.5); correspondence with and coordinate with Jennifer Ganesh at Weil regarding filing and timing of filing of motion for approval by bankruptcy court of Ritz documents and necessary requirements (.7); correspondence with Anne Bertsch at Ritz regarding pension issues (.3).
10/03/11	M. Daliere	5.20	2300	Conform legal description on Ritz documents to title commitment (1.5); review Golf Course Assignment Agreement (.3) and e-mails regarding same (.1); telephone call with L. White regarding comments to documents (.4); telephone calls to and from A. Bertsch regarding comments to documents (.9); telephone call with Lehman team regarding open issues under agreements (1.0); follow up calls regarding title issues (.4); e-mails regarding title issues (.2); follow up call to A. Bertsch regarding insurance side letter issues (.2); review issues regarding filing under seal and review in camera (.2).
10/03/11	K. Londo	3.80	2300	Correspondence with L. White, M. Daliere and D. Paulson regarding revised Title Commitment legal description (1.3); review revised title (2.5).

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10/03/11	L. White	7.60	2300	Various telephone conferences and emails with Mark Daliere regarding Ritz documents (1.5); conference call with Mark Daliere and Lehman team regarding Ritz documents (1.0); follow-up emails and calls with Nan Molofsky regarding Ritz issues (.8); review revised Ritz insurance side letter (.5); review open closing issues (.7); conference with Keith Londo regarding title issues (.5); telephone conferences and email correspondence with Jackie Marcus regarding motion for assumption of Ritz documents (.8); review amendment to union contract regarding pension withdrawal issues (.3); review amended SNDA and Ritz closing side letter (.5); revise Replay agreement (.3); correspondence with local counsel regarding structuring of assignment of Ritz documents (.7).
10/04/11	L. White	5.70	2300	Various telephone conferences with Mark Daliere and Nan Molofsky regarding Ritz issues and documents (1.8); email correspondence with Yoav Olund regarding Replay Oversight Agreement (.2); correspondence with Julie Levitt regarding Borrower's execution of Ritz documentation (.5); review and comment on motion to assume SNDA (1.5); telephone conference with Jackie Marcus (Weil) regarding comments on motion (.3); conference with Keith Londo regarding assignment documents (.3); review assignments to coordinate Ritz document assignment and general document assignment (.3); email correspondence with Frank VanderPloeg regarding collective bargaining/pension issues (.3); telephone conference with David Paulson regarding assignment issues (.5).

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10/04/11	C. Lee	0.20	2300	Review and analyze issue regarding recordation of memorandum of assignment of Golf Use and Access Agreement (.2).
10/04/11	M. Daliere	3.60	2300	Review title explanation and e-mail to A. Bertsch regarding title issues (.6); review issues regarding insurance side letter and e-mail to A. Bertsch regarding same (.4); review issues regarding memorandum of assignment of Golf Course Use Agreement (.3); telephone call with A. Bertsch regarding insurance side letter issues (.2); telephone call with A. Bertsch regarding follow up on employee pension plan liability issues (.3); e-mails to and from J. Nastasi and L. White regarding insurance issues (.2); telephone call with L. White regarding suggested changes to Marriott agreements (.3); prepare mark up of Marriott agreements to address L. White comments and e-mail to A. Bertsch regarding same (.4); additional telephone calls with A. Bertsch regarding open issues in connection with final agreements (.5); telephone call with N. Molofsky and L. White regarding insurance issues (.3); e-mails to L. White regarding insurance side letter issues (.1).
10/04/11	K. Londo	0.80	2300	Review Ritz transfer documents and compare to Lehman conveyance documents to make sure items are not covered in both sets of documents (.5); correspondence with L. White regarding same (.3).
10/04/11	F. VanderPloeg	1.80	1400	Review Memorandum of Agreement dealing with pension benefits (1.4); review prior material on pension benefits (.2); e-mails with L. White regarding open questions (.2).

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10/05/11	F. VanderPloeg	1.00	1400	Teleconference Nancy Lee regarding background of pension sections in memorandum of Agreement (.8) and e-mails L. White regarding same (.2).
10/05/11	M. Daliere	2.20	2300	E-mail to A. Bertsch regarding follow up pension questions (.4); e-mail to L. White regarding insurance issues (.2); telephone call with L. White regarding comments to agreements (.2); work on issues regarding memorandum of golf course use agreement (.1); telephone call with A. Bertsch regarding outstanding insurance issues and e-mail regarding same (.2); telephone call with L. White regarding estoppel language (.2); extended telephone call with A. Bertsch regarding estoppel and escrow arrangements (.7); e-mails regarding title issues (.2).
10/05/11	L. White	7.00	2300	Review revised drafts of the motion to assume Amended SNDA (2.0); correspondence and telephone conferences with Jackie Marcus regarding same (1.5); review revisions to Ritz documents and escrow letter (1.0); email correspondence and telephone conferences with Mark Daliere regarding same (1.0); email correspondence with Lehman team regarding insurance issues and Ritz documents (.8); review letter and affidavit regarding transfer of SMA permits (.3); correspondence with Rachel Goetz regarding same (.2); correspondence with Frank VanderPloeg regarding union/pension issues (.2).

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10/06/11	L. White	6.80	2300	Review revised Ritz documents (2.5); various telephone conferences with Mark Daliere and Keith Londo regarding same (1.5); review Ritz's comments on Motion to Assume Amended SNDA (.5); review revised drafts of motion (.5); correspondence and telephone conferences with Jackie Marcus regarding motions (.5); telephone conference with Rachel Goetz regarding qualification/formation of RCK (.3); redraft escrow letter (1.0).
10/06/11	K. Londo	3.30	2300	Correspondence with M. Daliere and L. White regarding Legal Descriptions and outstanding GET Taxes (.5); correspondence with local counsel and R. Goetz re same (.5); review Title regarding same (2.3).
10/06/11	M. Daliere	4.50	2300	E-mail to A. Bertsch regarding title issues (.2); revise SNDA and Omnibus Assignment and Assumption Agreement (.8); telephone call with A. Bertsch regarding off-site parking issues (.3); extended telephone call with L. White regarding open issues (.6); work on title and GET lien issues (.5); review revised agreements received from Marriott (1.1); telephone call with A. Bertsch regarding comments to documents (.7); review escrow letter issues (.3).
10/07/11	K. Londo	4.80	2300	Correspondence with L. White, M. Daliere, D. Paulson regarding parking space issues (.5); review title, Survey and Easement Agreements regarding same (3.3); correspondence regarding due diligence matters for closing (1.0).

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10/07/11	M. Daliere	3.70	2300	Further revisions to Subordination and Non-Disturbance Agreement and Omnibus Assignment Agreement (.3); prepare list of open items (.3); Review off-site parking issues and e-mail to and from L. White and A. Bertsch regarding same (.8); telephone calls with L. White regarding parking and escrow letter issues (.4); review revised agreements (.4); telephone calls with A. Bertsch regarding open issues on revised documents (.3); e-mails to and from A. Bertsch regarding additional information concerning off-site parking (.2); e-mails to and from L. White regarding additional comments to documents (.3); revise escrow letter (.3); e-mails regarding representations in assignments (.2); e-mail to A. Bertsch regarding comments to insurance documents (.2).
10/07/11	L. White	6.70	2300	Email correspondence and telephone conferences with Mark Daliere and Keith Londo and David Paulson regarding parking easement issues (1.0); correspondence and telephone conferences with local counsel, Commissioner and Lehman regarding extension of closing date to accommodate appeal period and closing escrow mechanism (1.3); telephone conference and email correspondence with Julie Levitt regarding Borrower's execution of Ritz documents (.3); revise Ritz escrow letter (1.3); review revised Ritz documents (1.7); various telephone conferences with Mark Daliere regarding revised Ritz documents (.5); telephone conference with David Paulson regarding assignment documentation (.3); correspondence with David Lamb at Milbank re Ritz documents (.3).

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10/09/11	L. White	0.80	2300	Review Ritz's changes to escrow letter (.3); correspondence with Jackie Marcus and Mark Daliere regarding escrow letter and Ritz documents (.5).
10/10/11	K. Londo	1.30	2300	Correspondence with D. Paulson and B. Edwards re due diligence matters (1.3).
10/10/11	M. Daliere	1.20	2300	Telephone call with L. White regarding comments to documents (.3); revise Assignment of Hotel Management Agreement and Omnibus Assignment and e-mail to A. Bertsch regarding same (.4); telephone call with A. Bertsch regarding comments to Escrow Agreement and comments to assignment agreements (.3); telephone call regarding insurance and off-site parking (.2).
10/10/11	L. White	2.80	2300	Review revised Ritz assignments and escrow agreement (.5); telephone conference with Mark Daliere regarding same (.3); email correspondence and telephone conference with Nan Molofsky regarding extension of closing date (.3); telephone conference with Joelle Halperin regarding Ritz extension issues (.5); email correspondence with local counsel regarding extension of Hawaii closing date (.3); email correspondence and telephone conference with Jackie Marcus at Weil regarding filing of motion and status of Ritz documents, Milbank signoff, and Ritz and Gencom approvals (.7); email correspondence regarding escrow agreement with Carren Shulman (.2).

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10/11/11	L. White	8.00	2300	Review revised Ritz escrow letter and management agreement and assignment documents (1.7); various telephone conferences and email correspondence with Mark Daliere, Julie Levitt (Gencom), Nan Molofsky, John Nastasi and Anne Bertsch (Ritz) regarding escrow and finalization of Ritz issues and execution of Ritz documents (3.7); correspondence with Chris Lau (Commissioner) regarding same and regarding acting as escrowee (.5); telephone conferences and email correspondence with Jackie Marcus regarding filing of motions (.8); review FTI comparison chart regarding old HMA and new HMA (.3); telephone conference with Nan Molofsky and email to Mark Daliere regarding FTI comparison chart (.5); correspondence with David Lamb (Milbank) regarding FTI questions regarding Ritz documents (.5).
10/11/11	M. Daliere	4.30	2300	Review and revise Off-Site Parking provision, tax lien provision, and Escrow Letter (.9); e-mail to A. Bertsch regarding same (.3); e-mail to L. White regarding same (.1); telephone conference with L. White regarding open issues and insurance (.2); revise e-mail to A. Bertsch regarding revisions to Escrow letter (.2); prepare revisions to Escrow Letter and Assignment documents (.6); review legal description (.3); assemble final documents for execution (.6); telephone call with A. Bertsch regarding execution sets (.2); follow up telephone call with L. White regarding execution issues and uncertainty over insurance comments (.3); review chart of issues from Creditor's Committee (.2); telephone call with L. White regarding responding to Creditor's Committee and title issues (.4).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
10/11/11	K. Londo	2.30	2300	Review off-site parking space issues (.7); correspondence with L. White, M. Dalier and D. Paulson regarding same (.5); review Condo Map re same (.7); correspondence with Title Company re same (.4).
10/12/11	C. Lee	1.10	2300	Work on issues regarding base management fee calculation and adjustments for rental program participation (1.1).
10/12/11	M. Daliere	5.90	2300	Research documentary support for response to Creditor's Committee regarding questions on Hotel Agreement Amendment and prepare response (2.3); follow up changes in response to N. Molofsky's comments (.2); follow up changes in response to P. Mace's comments (.1); telephone call with A. Bertsch re RITZ CLOSING (.2); research regarding origin of certain changes in the Hotel Management Agreement (1.1); telephone call with Creditor's Committee counsel (1.4); follow up telephone call with L. White regarding telephone call with Creditor's Committee (.6).
10/12/11	K. Londo	1.80	2300	Review pro forma Title Policy and endorsements thereto (1.0); circulate comments to D. Paulson regarding same (.5); review due diligence and Closing matters (.3).

RITZ KAPALUA

October 24, 2011

Matter: 09807760-0011  
 Invoice No.: 1334343

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
10/12/11	L. White	8.20	2300	Telephone conferences with Jackie Marcus, Joelle Halperin, Nan Molofsky, Mark Daliere and John Nastasi regarding FTI's concerns (1.5); review email memo response to Milbank regarding changes to HMA (.5); email correspondence and telephone conferences with Mark Daliere, Nan Molofsky and Patrick Mace regarding memo response to Milbank questions regarding changes on Ritz management agreement and collateral documents (1.0); various telephone conferences with Mark Daliere and David Lamb (Milbank) regarding new HMA (2.0); follow-up with Nan Molofsky, Joelle Halperin and John Nastasi regarding same (.5); correspondence with John Nastasi regarding execution of Ritz documents (.5); Prepare for RITZ CLOSING of Ritz side of transaction (2.0); telephone conference with Chris Lau regarding escrow of Ritz documents (.2).
10/13/11	L. White	3.70	2300	Email correspondence with local counsel and Nan Molofsky regarding deficiency judgment (.3); email correspondence with Julie Levitt and Blythe Edwards at Gencom regarding Milbank HMA questions (.3); correspondence with David Lamb regarding same (.3); telephone conference with Mark Daliere regarding same (.3); prepare for Hawaii Closing (1.8); correspondence with local counsel regarding Ritz Closing (.7).
10/14/11	L. White	2.30	2300	Telephone conference with Patrick Mace regarding tax allocation for Hawaii closing (.3); review checklists and notes in preparation for Hawaii closing (1.5); review pleadings extending date for Hawaii closing (.5).
Total Hours		240.90		

RITZ KAPALUA

October 24, 2011

Matter: 09807760-0011  
Invoice No.: 1334343

Fee Amount	\$155,316.00
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TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	107.80	\$75,999.00
F. VanderPloeg	\$680.00	8.60	\$5,848.00
M. Daliere	\$675.00	62.00	\$41,850.00
R. Brice	\$695.00	0.50	\$347.50
K. Londo	\$525.00	53.50	\$28,087.50
R. Goetz	\$550.00	1.40	\$770.00
C. Lee	\$340.00	7.10	\$2,414.00
Totals		240.90	\$155,316.00

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/18/2011	Miscellaneous Hard -- CONFERENCE CALL	AMERICAN TELECONFERENCING SERVICES 5.30
7/18/2011	Miscellaneous Hard -- CONFERENCE CALL	AMERICAN TELECONFERENCING SERVICES 5.58
		SUBTOTAL 10.88
	Total Disbursements	\$10.88

Fee Total	\$ 155,316.00
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Disbursement Total	\$ 10.88
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Invoice Total	\$ 155,326.88
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**SNR DENTON □**

Pg 134 of 140

SNR Denton US LLP  
 233 South Wacker Drive  
 Suite 7800  
 Chicago, Illinois 60606-6306

snrdenton.com

JOELLE HALPERIN  
 LEHMAN BROTHERS HOLDINGS INC.  
 1217 SIXTH AVENUE, 38TH FLOOR  
 NEW YORK, NY 10020  
 USA

October 14, 2011

**Invoice No. 1331321**

Client/Matter: 09807760-0030

BANKRUPTCY (POST-PETITION WORK)

Payment Due Upon Receipt

Total This Invoice	\$	6,263.53
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Please return this page with your payment

In the case of mail deliveries to:  
 SNR Denton US LLP  
 Dept. 3078  
 Carol Stream, IL 60132-3078

OR

In the case of overnight deliveries to:  
 SNR Denton US LLP  
 Attention: Accounting  
 233 South Wacker Drive  
 Chicago, IL 60606-6306

Payment by wire transfer should be sent to:

Citibank, N.A.  
 New York, New York 10043  
 ABA Transit # 021 000 089  
 Account # 4064-5823  
 Account Name: SNR Denton US LLP

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:  
 L. White  
 at 1 312 876 8000

JOELLE HALPERIN  
 LEHMAN BROTHERS HOLDINGS INC.  
 1217 SIXTH AVENUE, 38TH FLOOR  
 NEW YORK, NY 10020  
 USA

October 14, 2011

**Invoice No. 1331321**

Client/Matter: 09807760-0030

## BANKRUPTCY (POST-PETITION WORK)

For Professional Services Rendered through September 30, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
08/31/11	D. Pisciotta	3.40	0100	Fee statement preparation (3.1) and several e-mails with L. White re same (.3).
09/01/11	L. White	0.70	0100	Various telephone conferences with Hugh McDonald regarding SNR Denton first, second and third fee applications for fifth, sixth and seventh interim periods (.7).
09/01/11	H. McDonald	1.70	0100	Review memo and correspondence for call with E. Wilson (.3); email to E. Wilson regarding Fee Committee memo (.1); telephone call with E. Wilson regarding Fee Committee letter and objections to Fee Apps. (1); telephone call with L. White regarding resolution of fee objections (.3).
09/02/11	H. McDonald	1.00	0100	Draft memo to E. Wilson regarding Fee Committee Objection and Responses (1).
09/06/11	L. White	0.50	0100	Review and comment on Hugh McDonald's email response to fee committee comments on SNR Denton 1st and 2nd fee applications (.5).
09/06/11	H. McDonald	0.30	0100	Revise memo to R. Wilson regarding Fee Committee response (.3).
09/19/11	D. Pisciotta	1.30	0100	Draft September fee statement (1.3).
09/23/11	D. Pisciotta	2.40	0100	Draft September fee statement (August time) per fee protocols order (2.4).
09/29/11	D. Pisciotta	0.90	0100	Finalize fee statements and budgets to ensure compliance with procedures order and transmit same to notice parties (.9).

BANKRUPTCY (POST-PETITION WORK)

October 14, 2011

Matter: 09807760-0030  
Invoice No.: 1331321

Total Hours	12.20
Fee Amount	\$6,181.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	1.20	\$846.00
H. McDonald	\$845.00	3.00	\$2,535.00
D. Pisciotta	\$350.00	8.00	\$2,800.00
Totals		12.20	\$6,181.00

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/28/2011	Delivery FedEx Airbill #797355777474 07/28/11 Delivery to 33 Whitehall St Fl 22, NEW YORK CITY, NY	11.65
7/28/2011	Delivery FedEx Airbill #797355780724 07/28/11 Delivery to 1 E Main St, MADISON, WI	12.63
7/28/2011	Delivery FedEx Airbill #797355787383 07/28/11 Delivery to 767 5th Ave Fl Conc1, NEW YORK CITY, NY	11.65
7/28/2011	Delivery FedEx Airbill #797355862154 07/28/11 Delivery to 1271 Avenue Of The America NEW YORK CITY, NY	11.65
7/28/2011	Delivery FedEx Airbill #795024399879 07/28/11 Delivery to 1271 Avenue Of The America NEW YORK CITY, NY	11.65
7/28/2011	Delivery FedEx Airbill #795024418444 07/28/11 Delivery to 1 Chase Manhattan Plz Fl 4 NEW YORK CITY, NY	11.65
7/28/2011	Delivery FedEx Airbill #795024423752 07/28/11 Delivery to 115 S 15th St Ste 400, RICHMOND, VA	11.65
	SUBTOTAL	82.53
	Total Disbursements	\$82.53

BANKRUPTCY (POST-PETITION WORK)

October 14, 2011

Matter: 09807760-0030  
Invoice No.: 1331321

Fee Total	\$	6,181.00
Disbursement Total	\$	82.53
Invoice Total	\$	<u>6,263.53</u>

**SNR DENTON**

Pg 138 of 140

SNR Denton US LLP  
233 South Wacker Drive  
Suite 7800  
Chicago, Illinois 60606-6306

snrdenton.com

JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS, INC.  
1271 SIXTH AVENUE  
38TH FLOOR  
NEW YORK, NY 10020

October 14, 2011

**Invoice No. 1331319**

Client/Matter: 09807760-0021

LIFESTYLE DEVELOPMENT, LP

Payment Due Upon Receipt

Total This Invoice	\$	3,565.00
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SNR Denton US LLP  
Dept. 3078  
Carol Stream, IL 60132-3078

OR

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Attention: Accounting  
233 South Wacker Drive  
Chicago, IL 60606-6306

Payment by wire transfer should be sent to:

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New York, New York 10043  
ABA Transit # 021 000 089  
Account # 4064-5823  
Account Name: SNR Denton US LLP

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:  
L. White  
at 1 312 876 8000

JOELLE HALPERIN  
 LEHMAN BROTHERS HOLDINGS, INC.  
 1271 SIXTH AVENUE  
 38TH FLOOR  
 NEW YORK, NY 10020

October 14, 2011

**Invoice No. 1331319**

Client/Matter: 09807760-0021

LIFESTYLE DEVELOPMENT, LP

For Professional Services Rendered through September 30, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
09/01/11	L. White	1.00	2300	Telephone conferences with Nan Molofsky regarding termination of Merlin (.5); conference with Bob Fernandez regarding termination of management agreement (.5).
09/01/11	R. Goetz	0.50	2300	Email correspondence with L. Struss regarding MT DMV follow-up on transfers (.3); follow-up with J. Kellander regarding transfer submittals (.2).
09/01/11	R. Goetz	0.50	2300	Review of final policy regarding Bristol Bay Lodge (.3); email correspondence to J. Nastasi re: title work (.2).
09/12/11	R. Goetz	0.20	2300	Email correspondence with L. Struss re: MT DMV information (.2).
09/13/11	R. Goetz	0.30	2300	Email correspondence with L. Struss regarding DMV comments on transfer submittals (.3).
09/14/11	R. Goetz	0.30	2300	Email correspondence with L. Struss regarding MT vehicle transfer information from MT DMV (.3).
09/15/11	R. Goetz	1.70	2300	Review of corporate filing forms (.4); review of transfer forms (.4); email correspondence to B. Kraft regarding revisions (.3); email correspondence to N. Wilson regarding filing fees (.2); email correspondence to J. Kellander regarding submittals and filing fees (.4).
09/16/11	R. Goetz	1.00	2300	Email correspondence with N. Wilson regarding filing fees (.3); preparation of closing compilations (.7).

LIFESTYLE DEVELOPMENT, LP

October 14, 2011

Matter: 09807760-0021  
Invoice No.: 1331319

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
09/19/11	R. Goetz	0.20	2300	Email correspondence to N. Wilson re: filing fee follow-up (.2).
09/20/11	R. Goetz	0.30	2300	Email correspondence with L. Struss re: follow-up to Montana vehicle transfers (.3).
09/30/11	R. Goetz	0.20	2300	Email correspondence to N. Wilson regarding filing fees (.2).
Total Hours		6.20		
Fee Amount				\$3,565.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	1.00	\$705.00
R. Goetz	\$550.00	<u>5.20</u>	<u>\$2,860.00</u>
Totals		6.20	\$3,565.00
Fee Total	\$	3,565.00	
Invoice Total	\$	<u>3,565.00</u>	